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BASIC AMENDMENT

ATM PAYCARD, LLC.

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Certificate of Status			1	
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Page Count		02]	
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Electronic Filing Menu

Corporate Filing

Public Access Help

9/17/02

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ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

OF

ATM PAYCARD, LLC (A Florida Limited Liability Company)

FIRST:

The date of filing of the Articles of Organization was April 30, 2002.

SECOND:

The following amendments to the Articles of Organization were adopted by the limited liability company:

Article II is being amended in its entirety so that it will now read:

"The street address of the principal office of the Limited Liability Company is:

2101NW Corporate Boulevard Suite 102 Boca Raton, Florida 33431

The mailing address of the Limited Liability Company is:

2101 NW Corporate Boulevard Suite 102 Boca Raton, Florida 33431"

Article III is being amended in its entirety so that it will now read:

"The name and Florida street address of the registered agent is:

Optin, Inc. # P98000 10/760
2101 NW Corporate Boulevard
Suite 102
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place

designated in this certificate, Optin, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Optin, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Optin, Inc. is familiar with and accepts the obligations of its position as registered agent.

OPTIN, INC.

Steve Hardigree, Chief Executive Officer"

Article IV is being amended in its entirety so that it will now read:

"The Limited Liability Company is a member-managed company,"

Article V is being deleted in its entirety.

Dated: September _________, 2002

OPTIN, INC., Member

BY:

Chief Executive Officer

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