

Division of Corporations

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L02000012602**Florida Department of State**

Division of Corporations

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From:

Account Name : D. MICHAEL CHESSER
Account Number : L20010000173
Phone : (850) 651-9944
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LIMITED LIABILITY COMPANY**ATM Financial Systems, LLC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

L02-12602
DR

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**ARTICLES OF ORGANIZATION
OF
ATM FINANCIAL SYSTEMS, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is **ATM FINANCIAL SYSTEMS, LLC** (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE OF COMPANY

The purpose of the Company shall be to own and manage an installed base of ATM machines as well as sell and market ATM machines, and for any other lawful purpose.

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ARTICLE IV - MAILING AND STREET ADDRESS
OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing and street address for the principal office of the Company is 18 Norriego Road, Destin, FL 32541.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is William G. Kilpatrick, Jr. whose address is 1201 Eglin Parkway, Shalimar, FL 32579.

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ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VII- CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the succession of the Member's interest and the business affairs of the Company shall be governed in accordance with the provisions of the Operating Agreement.

ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore a manager-managed limited liability company. The name of the initial operating manager who is

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to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Daniel Burns.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is William G. Kilpatrick, Jr., 1201 Eglin Parkway, Shalimar, FL 32579

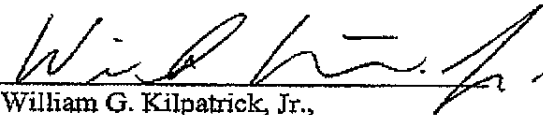
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IN WITNESS WHEREOF, the undersigned has executed these Articles on this 22nd day of May, 2002, as the authorized representative for the Member(s) of the Company.

By:

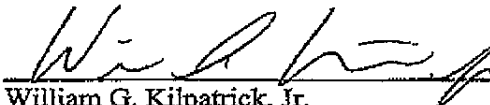

William G. Kilpatrick, Jr.,
Authorized Representative

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ACCEPTANCE BY THE REGISTERED AGENT

I, William G. Kilpatrick, Jr., hereby accept appointment as Registered Agent for the Limited Liability Company, ATM Financial Systems, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 22nd day of May, 2002.


William G. Kilpatrick, Jr.
Registered Agent

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