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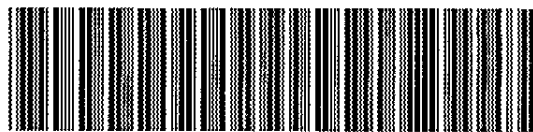
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CAPITAL CONNECTION, INC.

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Sure Pay LLC

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Articles of Organization of SurePay, L.L.C.

The undersigned certify that we have become associated for the purpose of forming a limited liability company (Company) under the laws of the State of Florida, and to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the authority for the Company's business activities:

Article I: Name and Principal Place of Business: The Company name shall be SurePay, L.L.C., and its principal office shall be located at 140 Alexandria Blvd., Suite E, in the City of Oviedo, County of Seminole, State of Florida, 32765. The Company shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

Article II: Duration: A. This Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the Members.

Article III: Initial Registered Office and Registered Agent: The address of the Company's initial registered office is 140 Alexandria Blvd., Suite E, City of Oviedo, County of Seminole, State of Florida, 32765; and the Company's initial registered agent at that address is Jason Birkett.

Article IV: Purposes and Powers: In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the Company is authorized to transact, shall include but not be limited to the following:

A. To engage in any activity or business authorized under the Florida Statutes.

B. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person may do such things.

C. To purchase, acquire, undertake, exercise, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, or corporation, domestic or foreign; or of any domestic or foreign state, government, or governmental authority; or of any political or administrative subdivision, agency, or department; and to perform, assign, cancel, or rescind any such contracts hereafter.

E. To exercise all or any of the limited liability company powers and purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations; to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity; to arrange, develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service; and to render any other service or assistance it may lawfully do under the laws of the State of Florida that provide for the

formation, rights, privileges, and immunities of limited liability companies for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, generated from, or connected with its business or powers, provided that these things are not inconsistent with the laws of the State of Florida.

G. The several clauses contained in this statement of the general nature of the business to be transacted by the Company shall be construed as both Company purposes and powers; and the statements contained in each clause shall, except as otherwise expressed, not limit or restrict the terms of any other clause; and they shall be regarded as independent purposes and powers.

H. Nothing contained in these Articles shall be deemed or construed to authorize, permit, or purport to authorize or permit the Company to carry on any business, exercise any power, or do any act that a limited liability company may not lawfully exercise under Florida laws.

Article V: Exercise of Powers: All Company powers, business, and affairs shall be exercised by or under the authority of the Company Members. This Article may be amended from time to time by a majority vote of the Company Members.

Article VI: Management: This company shall be managed by three (3) Managers. The names and addresses of the Managers who shall serve until their successors are confirmed as follows: Jason Birkett, 140 Alexandria Blvd., Suite E, Oviedo, Florida 32765; Scott Broomfield, 140 Alexandria Blvd., Suite E, Oviedo, Florida 32765; and David McGuire, 140 Alexandria Blvd., Suite E, Oviedo, Florida 32765.

Article VII: Membership Restrictions: A. Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of the date of their admission to the Company.

B. A Member's interest in the Company may not be sold or otherwise transferred except with the unanimous written consent of all of the Members.

C. Upon a Member's death, retirement, resignation, expulsion, bankruptcy, or dissolution; or the occurrence of any other event that terminates the continued membership of a Company member; the remaining Members shall have the right to continue the Company business following their majority consent for that purpose.

Article VIII: Contributions: Contributions shall be made to the Company by the three (3) Members in equal shares, and pursuant to § 608.4211(1), Fla. Stat. Additional contributions will be made by the Members as required for investment and other purposes, and as determined by Member consent. Members will also make contributions in equal shares from time to time, as needed, and as authorized and confirmed by the Members.

Article IX: Profits and Losses: A. Profit-Sharing. The Members shall be entitled to a distribution of the net profits arising from the Company's operations and business activities that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to an equal distributive share of the profits; and the distributive share of the profits shall be determined and paid to the Members each year on the anniversary date of the Company's commencement of business, the month and day of the commencement and distribution date being on or about 31 December.

B. Losses. All losses that occur in the Company's business operations shall be paid from the Company's capital, and the profits of the business; or, if these sources are insufficient to cover such losses, then by the Members in equal shares.

Article X: Agency: Pursuant to § 608.4236, Fla. Stat., no Member shall be an agent of the Company solely by virtue of being a Member.

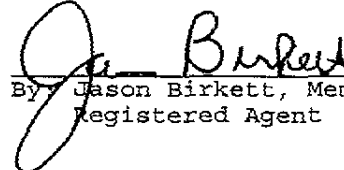
Article XI: Operating Agreement: A written Operating Agreement, as defined and referenced in §§ 608.402(24), 608.423, passim, Fla. Stat., shall be entered into by the Member-Managers and shall govern the operation of the Company hereafter.

The undersigned, being one (1) of the Company's original Members, certifies that this instrument constitutes the proposed Articles of Organization of SurePay, L.L.C.

Executed at Orlando, Florida, on this 19th day of December 2003.

I am familiar with and accept designation as registered agent, and agree to act in this capacity, and to perform all obligations of this position.

SurePay, L.L.C.


By Jason Birkett, Member, Manager,
Registered Agent

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