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Division of Corporations

ELK BANKIER CHRISTU & BAKST

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EXAMINER

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PAYVENTURES L.L.C.**

It is hereby certified that:

1. The name of the limited liability company is Payventures L.L.C. (the "Company").
2. The Articles of Organization of the Company were filed on February 9, 2007 and assigned document number L07Q00014972.
3. Article V of the Articles of Organization of the Company is hereby amended and restated to read as follows:

Article V

The Limited Liability Company is a manager-managed company.

IN WITNESS WHEREOF, these Articles of Amendment were executed by the undersigned member as of this 7 day of January, 2008.


Jeff Foster, a Member of the Company

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