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Division of Corporations

Fax Number : (850)617-6383

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI [

Account Number: 120070000136 Phone: (305)779-3564 Fax Number: (305)779-3561

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MobilPayments, LLC

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ARTICLES OF ORGANIZATION OF MOBILPAYMENTS, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I NAME

The name of the limited liability company is MOBILPAYMENTS, LLC (the "Company").

ARTICLE II ADDRESS

The principal office address of the Company is:

10773 NW 58th Street, Suite 421 Doral, FL 33178

The mailing address of the Company is:

10773 NW 58th Street, Suite 421 Doral, FL 33178

ARTICLE VIII REGISTERED AGENT AND OFFICE

The name and the Florida street address of the registered agent are:

Andres Gonzalez 11269 NW 59th TERR. Doral, FL 33178

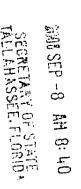
ARTICLE III OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

ARTICLE IV MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (I) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating

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Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

The name and address of the initial Manager is as follows:

<u>Title</u>: Manager Name and Address: Andres Gonzalez 11269 NW 59th TERR. Doral, FL 33178

ARTICLE V DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VI PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 7th day of September, 2008.

Print Name: ANDRES GONZALEZ

Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MOBILPAYMENTS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 7th day of September, 2008.

Print Name: ANDRES GONZALEZ

SEGRETARY OF STATE