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**FLORIDA/FOREIGN LIMITED LIABILITY CO.
pay group, l.l.c.**

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**ARTICLES OF ORGANIZATION
OF
PAY GROUP, L.L.C.**

The Undersigned, being 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 this limited liability company is Pay Group, L.L.C. (the "Company")

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the limited liability company shall be:
901 Ponce de Leon Blvd., Suite 501
Coral Gable, FL. 33134

ARTICLE III

REGISTERED AGENT AND NOTICE

The Company designates 901 Ponce de Leon Blvd., Suite 501 Coral Gables, FL. 33134 as the street address of the initial registered office of the Company and name Fernando R. Rodriguez as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared by:
Fernando R. Rodriguez
901 Ponce de Leon Blvd. Suite 501
Coral Gables, FL. 33134
305-445-0611

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least two (2) Managers. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until their successor(s) are duly elected and qualified, shall be:

Juan Gabriel Luzardo

Roberto Pappaterra

ARTICLE V

DURATION AND CONTINUATION

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

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.

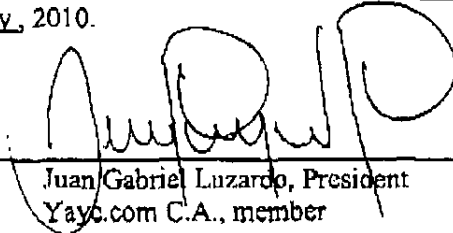
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ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27 day of January, 2010.



Juan Gabriel Luzardo, President
Yayo.com C.A., member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Pay Group, LLC., to accept service of process at the place designated in these Article of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 27 day of January, 2010.



Fernando R. Rodriguez

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