

L10000107512

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

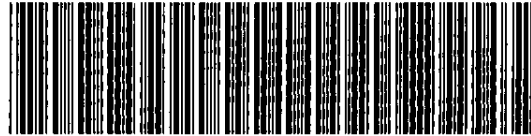
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/16/10--01041--014 **137.50

10/13/10--01002--013 **17.50

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OCT 13 PM 3:24
THE CLERK OF THE COURT
HONOLULU, HAWAII

S. HAWKES

SEP 30 2010

EXAMINER

S. HAWKES

SEP 14 2010

EXAMINER

[Handwritten signature]
11/10/10 45987



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2010

CANDICE B GIDNEY, ESQ.
5355 TOWN CENTER ROAD SUITE 204
BOCA RATON, FL 33486

SUBJECT: NEW-EPAY LLC
Ref. Number: W10000045987

We have received your document for NEW-EPAY LLC and check(s) totaling \$137.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$17.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 610A00023331



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2010

MICHAEL D GRUENHUT
250 WILLIAMS STREET NW M-100
ATLANTA, GA 30303

SUBJECT: NEW E-PAY, LLC
Ref. Number: W10000043776

We have received your document for NEW E-PAY, LLC and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 810A00022174

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New E-Pay, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Candice B. Gidney, Esq.

(Contact Person)

Tobin & Reyes, P.A.

(Firm/Company)

5355 Town Center Road, Suite 204

(Address)

Boca Raton, Florida 33486

(City, State and Zip Code)

cgidney@tobinreyes.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Candice B. Gidney, Esq.

(Name of Contact Person)

at (561) 620-0656

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
New E-Pay LLC
Into a
Florida Limited Liability Company

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OCT 13 PM 3:24
CLERK OF COURT
JACKSONVILLE, FLORIDA

This Certificate of Conversion ("Certificate") is submitted to convert New E-Pay, LLC, a Delaware limited liability company (the "Company") into a Florida limited liability company in accordance with Sections 608.439 of the Florida Limited Liability Company Act.

1. The Company was first organized on December 2, 2009, under the laws of the State of Delaware.
2. The name of the Company is "New E-Pay, LLC". MI-1925
3. The Company was authorized on April 28, 2010, under the laws of the State of Florida to transact business in Florida as a foreign limited liability company.
4. The name of the Florida limited liability company will be "New E-Pay, LLC."
5. The Company's conversion to a Florida limited liability company shall be effective upon the filing of the Company's Articles of Organization and this Certificate of Conversion with the Secretary of State of Florida.

Dated: September 30th 2010.

NEW E-PAY, LLC,
a Delaware limited liability company

By: Its Sole Member

INCOMM HOLDINGS, INC.,
a Georgia corporation

By: 

Print: Michael D. Gruenhut

Title: Secretary

**ARTICLES OF ORGANIZATION
OF
NEW E-PAY, LLC**

The undersigned subscriber to these Articles of Organization hereby forms a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act.

**ARTICLE 1
NAME**

The name of the limited liability company is New E-Pay, LLC (the "Company").

**ARTICLE 2
PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the Company is:
250 Williams Street, Suite M-100
Atlanta, Georgia 30303

**ARTICLE 3
PURPOSE**

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

**ARTICLE 4
REGISTERED AGENT**

The name and street address for the initial registered agent of the Company is:
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

**ARTICLE 5
MANAGEMENT**

Management of the Company shall be vested in the Manager(s) and it, therefore, a manager-managed company.


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10 OCT 13 PM 3:24
TALLAHASSEE, FLORIDA

ARTICLE 6
AUTHORIZED REPRESENTATIVE

The name and street address of the Authorized Representative is:

David S. Tobin
Tobin & Reyes, P.A.
5355 Town Center Road, Suite 204
Boca Raton, FL 33486

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization of New E-
Pay, LLC on this day of September, 2010.



David S. Tobin
Authorized Representative

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FALLS CHURCH, VIRGINIA

CERTIFICATE OF REGISTERED AGENT
OF
NEW E-PAY, LLC

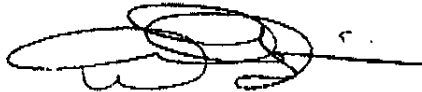
Pursuant to Section 608.415 of the Florida Limited Liability Company Act (the "Act"), the following is submitted, in compliance with said Act:

That New E-Pay, LLC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named Tobin & Reyes, P.A. 5355 Town Center Road, Suite 204, Boca Raton, FL 33486, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this ____ day of September 2010.



David S. Tobin, Esq.

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OCT 13 PM 3:24
TALLAHASSEE, FLORIDA