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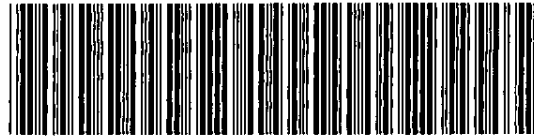
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DATE: 05-09-2011

NAME: GREENWISE ACQUISITIONS LLC

TYPE OF FILING: ARTICLES OF MERGER

COST: \$80

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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**CERTIFICATE OF MERGER
OF
GREENWISE ACQUISITION, LLC,
a Delaware limited liability company
WITH AND INTO
GREENWISE BANKCARD, LLC
a Florida Limited Liability Company**

FILED
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Pursuant to the provisions of the Florida Limited Liability Company Act, the following certificate of merger (the "Certificate of Merger") have been duly adopted and is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

FIRST: THE MERGING PARTY

The exact name, jurisdiction, and entity type of the merging party (the "Merging Company") is as follows:

M11000001322

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Greenwise Acquisition, LLC	Delaware	LLC

SECOND: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type of the surviving party (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Greenwise Bankcard, LLC	Florida	LLC

THIRD: The Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease. The Surviving Company is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

FOURTH: The attached Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of the Delaware Limited Liability Act.

FIFTH: The attached Plan of Merger was approved by the Surviving Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

SIXTH: The merger shall become effective on the date the Certificate of Merger are filed with the Florida Department of State.

[Signatures on the next page]

IN WITNESS WHEREOF, the parties have executed and delivered these Certificate of Merger as of May 9, 2011.

SURVIVING COMPANY:

Greenwise Bankcard, LLC, a Florida limited liability company

By: 
Name: DANIEL NENADONE
Title: MEMBER

MERGING COMPANY:

Greenwise Acquisition, LLC, a Delaware limited liability company

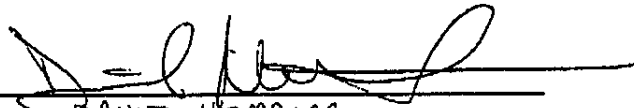
By: 
Name: DANIEL NENADONE
Title: MEMBER

Exhibit A
Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of May 14, 2011, by and between GREENWISE ACQUISITION, LLC, a Delaware limited liability company (the "Merging Company"), and GREENWISE BANKCARD, LLC, a Florida limited liability company (the "Surviving Company").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized actions of the Managers and all of the Members of the Merging Company and the Managers and all of the Members of the Surviving Company, respectively, the Merging Company and the Surviving Company have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Company hereby agree as follows:

1. **MERGER.** The Merging Company and the Surviving Company agree that the Merging Company shall be merged with and into the Surviving Company, as a single and surviving entity, upon the terms and conditions set forth in this Plan, and that the Surviving Company shall continue under the laws of the State of Florida as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Company shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided thereunder.

(b) The Merging Company shall cease to exist, and its property shall become the property of the Surviving Company as the surviving entity of the Merger.

3. **CONSTITUENT DOCUMENTS.** As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Company shall be as follows:

(a) **Articles of Organization.** The Articles of Organization of the Surviving Company shall continue as the Articles of Organization of the Surviving Company.

(b) **LLC Agreement.** The Limited Liability Company Operating Agreement of the Surviving Company (the "LLC Agreement") shall continue in full force and effect with respect to the Surviving Company.

4. **CONVERSION OF MEMBERSHIP INTEREST.** On the Effective Date, each membership interest of the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor. The membership interest of the Surviving Company issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

5. **APPROVAL.** The Merger contemplated by this Plan has previously been unanimously adopted and approved by the Merging Company's Board of Managers and all of the Members and the Surviving Company's Board of Managers and all of the Members, in each case by written consent dated May 24, 2011 and May 24, 2011, respectively.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Time").

7. **AMENDMENTS.** The Members of the Merging Company and the Members of the Surviving Company may amend or terminate this Plan to the full extent provided pursuant to applicable law.

IN WITNESS WHEREOF, the parties have caused this Plan to be entered into as of the date first above written.

MERGING COMPANY:

GREENWISE ACQUISITION, LLC, a Delaware limited liability company

By: _____

Name: DANIEL VERADONE

Title: MEMBER

SURVIVING COMPANY:

GREENWISE BANKCARD, LLC, a Florida limited liability company

By: _____

Name: DANIEL VERADONE

Title: MEMBER