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FLORIDA LIMITED LIABILITY CO.

CallPass M2M Solutions, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CALLPASS M2M SOLUTIONS, LLC

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1
Name

The name of this limited liability company is:

CallPass M2M Solutions, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3
Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 4592 Ulmerton Road, Suite 200, Clearwater, FL 33762.

ARTICLE 4
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Leslie J. Barnett.

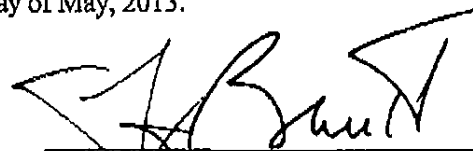
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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company is Kevin Hawkins.

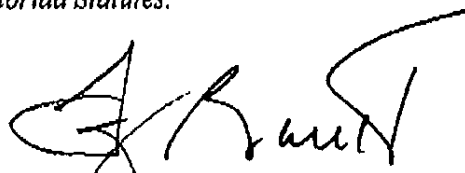
IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization this 9th day of May, 2013.



LESLIE J. BARNETT, as authorized
representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 9, 2013



LESLIE J. BARNETT