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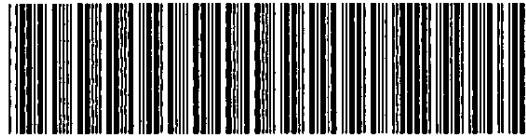
(Business Entity Name)

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FILE NO. 101424/110369

July 23, 2013

Via Federal Express

Secretary of State
Division of Corporations
Certification Department
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Global Marketing Resources, Inc. (P95000063686)
I-Pay Global, Inc. (P04000021139)

Ladies and Gentlemen:

In regards to the two (2) entities listed above, enclosed please find a check for \$387.50 to cover the following fees:

1. Certified copy of the Articles of Incorporation and any amendments to the Articles of Incorporation of \$8.75 for each entity above.
2. Fee for filing conversion of a corporation to an LLC of \$150.00 each; the Certificate of Conversion and the Articles of Organization are enclosed for filing for each entity;
3. Certified copy of the Certificate of Conversion/Articles of Organization of \$30.00 each;
4. Certificate of Status of \$5.00 each after the conversion.

In the enclosed Federal Express envelope, please return the following documents:

1. Certified copy of the Articles of Incorporation and any amendments.
2. Filed copy of the Certificate of Conversion and Articles of Organization.
3. Certified copy of the Certificate of Conversion and Articles of Organization.
4. Certificate of Good Standing

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP
ATTORNEYS AND COUNSELLORS AT LAW

Secretary of State
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Should you have any questions, please do not hesitate to call me. Thank you.

Very truly yours,

JOHNSON, POPE, BOKOR,
RUPPEL & BURNS, LLP

A handwritten signature in black ink, appearing to read "Linda Burr", with a large, stylized flourish extending to the right.

Linda Burr, Corporate Paralegal

CERTIFICATE OF CONVERSION

for
I-PAY GLOBAL, INC.
("Other Business Entity")
into
I-PAY GLOBAL, LLC
(a Florida Limited Liability Company)

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into I-PAY GLOBAL, LLC in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is I-PAY GLOBAL, INC. **P0400002139**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on January 28, 2004.
3. The jurisdiction of the "Other Business Entity" is Florida.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is I-Pay Global, LLC.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 31 day of July, 2013.

I-PAY GLOBAL, INC., a Florida
corporation

By: 
G. Pearson, Director

I-PAY GLOBAL, LLC, a Florida limited
liability company

By: 
G. Pearson, Manager

**ARTICLES OF ORGANIZATION
OF
I-PAY GLOBAL, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: I-PAY GLOBAL, LLC.

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 1001 Brickell Bay Drive, 27th floor, Miami, Florida 33131, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be Chestnut Business Services, LLC and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE IV
Management of Business**

The Company shall be manager-managed. The initial manager of the company is G. Pearson, whose mailing address is 1001 Brickell Bay Drive, 27th floor, Miami, Florida 33131.

The undersigned has executed these Articles of Organization this 31 day of July, 2013.


G. PEARSON, Manager.

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Prepared By:
Michael G. Little, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 861677

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 31 day of July, 2013.

CHESTNUT BUSINESS SERVICES, LLC,
a Florida limited liability company

By: 

Carol A. Hague, Manager

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