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To: Division of Corporations
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From: Account Name : TOBIN & REYES, P.A.
Account Number : 120000000155
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Fax Number : (561) 620-0657

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Qpay Acquisition, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
QPAY ACQUISITION, INC.**

2009 OCT 23 AM: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation
under the Florida Business Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is Qpay Acquisition, Inc.

**ARTICLE II
ADDRESS**

The Corporation's mailing address and principal office is:

16853 N.E. 2nd Avenue, Suite 302
North Miami Beach, Florida 33162

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

This Corporation, through its officers, employees and agents shall be authorized to
engage in any activity or business permitted under the laws of the United States and the
State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Hundred (100) shares
of stock. The shares of stock authorized shall be common stock having a par value of
\$.01 per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of
Florida shall be:

Tobin & Reyes, P.A.
5355 Town Center Road
Suite 204
Boca Raton, Florida 33433

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ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall initially have one Director. The number of Directors may be altered from time to time in accordance with By-Laws adopted by the Stockholders. The names and post office addresses of the initial Directors of the Corporation are:

M. Brooks Smith
250 Williams Street, NW
Atlanta, Georgia 30303-1032

The initial Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Stacie K. Daley, Esq.
Tobin & Reyes, P.A.
5355 Town Center Road
Suite 204
Boca Raton, Florida 33486

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation.


Stacie Daley

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**CERTIFICATE OF REGISTERED AGENT
OF
QPAY ACQUISITION, INC.**

**2009 OCT 23 A H: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

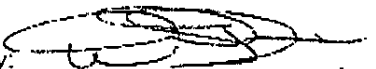
That Qpay Acquisition, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Tobin & Reyes, P.A., 5355 Town Center Road, Suite 204, Boca Raton, Florida 33486, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, 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 23rd day of October, 2009

TOBIN & REYES, P.A.

By: 
David S. Tobin, Esq.

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