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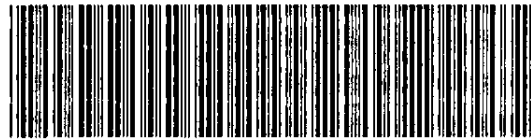
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**RONALD D. COOK**  
**ATTORNEY AT LAW**

14303 Wadsworth Drive  
Odessa, Florida 33556  
Tel: (813) 841-3404  
E-mail: ron.cook@cooklaw.net ✓

May 4, 2011

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

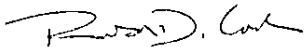
Re: Payment Network Operations, Inc.

To Whom It May Concern:

The enclosed Articles of Incorporation are submitted for filing. A check in the amount of \$87.50 for filing, a certified copy and a Certificate of Status is also enclosed. Please return all correspondence regarding this matter to me at the address above.

Thank you.

Sincerely,



Ronald D. Cook

**ARTICLES OF INCORPORATION**  
**Payment Network Operations, Inc.**

The undersigned, for the purpose of governing a corporation under the Florida Business Corporation Act, Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE ONE**  
**Name**

- 1.1 The name of the corporation is Payment Network Operations, Inc.

**ARTICLE TWO**  
**Effective Date**

- 2.1 These Articles of Organization shall be effective immediately upon approval by the Secretary of State of the State of Florida.

**ARTICLE THREE**  
**Duration**

- 3.1 The existence of the corporation shall be perpetual, but shall terminate automatically upon its cessation as Operating Manager of BridgePay Network Solutions, LLC.

**ARTICLE FOUR**  
**Purpose**

- 4.1 The purpose of the corporation is to serve as the Operating Manager of BridgePay Network Solutions, LLC and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FIVE**  
**Capital Stock**

- 5.1 The aggregate number of shares of stock of the corporation has authority to issue is one hundred (100) all of which shall be common shares having a one cent (\$0.01) par value. The authorized capital stock may be paid in cash or property at a just value to be fixed by the directors of the corporation at any regular or special meeting.

**ARTICLE SIX**  
**Principal Office, Registered Office and Registered Agent**

- 6.1 The principal office and mailing address of the corporation is:

600 Northlake Boulevard, Suite 140  
Altamonte Springs, Florida 32701.

- 6.2 The name and street address of the registered agent is:

Ronald D. Cook  
382 NE 191st Street, No. 85945  
Miami, Florida 33179

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ARTICLE SEVEN  
Incorporator

7.1 The name and street address of the incorporator is:

Ronald D. Cook  
382 NE 191st Street, No. 85945  
Miami, Florida 33179

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TALLAHASSEE, FLORIDA

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APPROVAL  
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ARTICLE EIGHT  
Preemptive Rights

8.1 Each shareholder, regardless of class of stock, shall be entitled to preemptive rights to purchase any unissued or treasury shares of the corporation, as well as any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. However, each shareholder shall only have preemptive rights in the portion of shares being issued or sold equal to the proportionate amount of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE NINE  
Takeover Provisions

9.1 The corporation shall not be subject to the provisions of the Florida Business Corporation Act governing affiliated transactions between interested shareholders and the corporation.

9.2 The corporation shall not be subject to the provisions of the Florida Business Corporation Act governing shareholder voting and dissenter's rights in the event of a control share acquisition of the corporation's issued and outstanding shares.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

RONALD D. COOK



Registered Agent, May 4, 2011

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

RONALD D. COOK



Incorporator, May 4, 2011