

1.) CORPORATION NAME: <b>QPay Inc.</b>	DUE DATE: <b>12/31/2013</b>				
2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: <b>CORPORATION SERVICE COMPANY Bank of America Center, 16th Floor 1111 East Main Street</b>	SCC ID NO: <b>F1731373</b>				
3.) CITY OR COUNTY OF VA REGISTERED OFFICE: <b>RICHMOND CITY</b>	5.) STOCK INFORMATION				
4.) STATE OR COUNTRY OF INCORPORATION: <b>FL</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">CLASS</td> <td style="width:50%;">AUTHORIZED</td> </tr> <tr> <td>COMMON</td> <td>25,000,000</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	25,000,000
CLASS	AUTHORIZED				
COMMON	25,000,000				
6.) PRINCIPAL OFFICE ADDRESS:					
ADDRESS: 11900 BISCAYNE BLVD SUITE 300					
CITY/ST/ZIP: MIAMI, FL 33181					

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: SCOTT MEYERHOFF	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
TITLE: VP/CFO			
ADDRESS: 250 WILLIAMS ST			
CITY/ST/ZIP/CO: SUITE 5-2002 ATLANTA, GA 30303			

NAME: M. BROOKS SMITH	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR	
TITLE: CHAIRMAN			
ADDRESS: 250 WILLIAMS ST			
CITY/ST/ZIP/CO: SUITE 5-2002 ATLANTA, GA 30303			

NAME: MICHAEL D GRUENHUT	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
TITLE: SECRETARY			
ADDRESS: 250 WILLIAMS ST			
CITY/ST/ZIP/CO: SUITE 5-2002 ATLANTA, GA 30303			

NAME: AMI SHASHOUA	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR	
TITLE: CEO			
ADDRESS: 11900 BISCAYNE BLVD			
CITY/ST/ZIP/CO: SUITE 300 MIAMI, FL 33181			

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ MICHAEL D GRUENHUT SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	MICHAEL D GRUENHUT, SECRETARY PRINTED NAME AND CORPORATE TITLE	11/26/2013 DATE
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It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.