

**BYLAWS
OF
SHN PAYBACK, INC.**

ARTICLE 1

OFFICES

- .1 Registered Office and Registered Agent. The Board of Directors shall designate and maintain a registered office for the Corporation in the State of Maryland, and shall appoint the registered agent of the Corporation.
- .2 Other Offices. The Corporation may have other offices within or without the State of Maryland at such places as the Board of Directors may determine.

ARTICLE 2

BOARD OF DIRECTORS

2.1 Number and Power. All corporate powers shall be exercised and the business and affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall consist of three (3) members who shall be elected for a term of one year, and shall hold office until their successors are elected and qualified. Directors need not be officers or residents of the State of Maryland.

2.2 Change of Number. The number of directors may at any time be increased or decreased by the affirmative vote of a majority of the Board of Directors, President, and immediate Past President at any annual or special meeting, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

2.3 Vacancies. All vacancies in the Board of Directors, whether by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, President, and immediate Past President. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled as with a vacancy, and for a term of office continuing only until the next election.

2.4 Removal of Directors. At a meeting of the Board of Directors, President, and immediate Past President called expressly for that purpose, any member thereof may be removed by an affirmative majority vote of the Directors, President, and immediate Past President.

2.5 Regular Meetings. Regular meetings of the Board of Directors and officers may be held without notice at the registered office of the corporation or at such other place as the Board of Directors may designate, including on-line.

2.6 Annual Meeting. The annual meeting of the Board of Directors and officers shall be held the first business day of February. The order of business shall be as follows:

(a) Call the meeting to order; (b) Give proof of notice of meeting (10–50 days out); (c) Announce a quorum; (d) Approve minutes of previous meeting; (e) Make announcements; (f) Reports by Officers; (g) Reports by Directors; (h) Elect directors; (i) Elect officers; (j) Discuss old or unfinished business; (k) Discuss new business; and, (l) Adjourn.

2.7 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the registered office of the corporation or at such other place as the person calling the meeting may designate, including on-line. Notice of all special meetings of the Board of Directors shall be given to each director by five (5) days before the meeting by first class or electronic mail. Such notice need not specify the business to be transacted at the meeting.

2.8 Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. A majority of the Board of Directors, President, and immediate Past President shall be necessary to constitute a quorum for the election of directors and officers.

2.9 Voting by Mail or Electronic Communication. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or similar electronic communication.

2.10 Manner of Acting. The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board of Directors.

2.11 Waiver. Whenever any notice is required to be given to any directors or officers under the provisions of these Bylaws, the Articles of Incorporation, or the Maryland Statutes, a waiver thereof in writing, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a director or officer at a meeting shall constitute a waiver of notice of such meeting, except where the director or officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

2.12 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

2.13 Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the directors.

2.14 Action by Directors Without a Meeting. Any action required or which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote of directors.

2.15 Duties of Directors. A director of the corporation shall perform the duties of a director in good faith and in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Directors may become subject for removal and liability for any breach of duty of loyalty to the corporation, or for acts of wanton and willful acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.

2.16 Delegation of Power. The Board of Directors may delegate to any officer any portion of its power, subject to any limitation imposed by law or which the Board may see fit to impose.

ARTICLE 3

OFFICERS

3.1 Designation. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, and be elected for one year by the directors, President, and Past President at their annual meeting, and hold office until their successors are elected and qualified and take office at the close of the Annual Meeting following the successor's election or appointment. Any two or more offices may be held by the same person.

3.2 The President. The President shall preside at all meetings of directors, generally supervise the business and affairs of the Corporation, and perform all such other duties as are incident to his office or area properly required by the Board of Directors. The President partakes in the vote for directors and officers at the annual meeting.

3.3 Vice-President. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such other powers and discharge such other duties as may be assigned by the Board of Directors.

3.4 Secretary. The Secretary shall issue notices for all regular meetings and keep minutes of all meetings, have charge of the corporate books and records, and make such reports and perform such other duties as are incident to his office, or are properly required by the Board of Directors.

3.5 The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. He shall disburse the funds of the Corporation in payment of the just demands against the Corporation as determined by the Board of Directors, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and render an account of the financial condition of the Corporation through a written report to the Board of Directors at the annual meeting. He shall perform such other duties as are incident to his office or are properly required of him by the Board of directors.

3.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors, President, and Past President at any regular or special meeting. In case of the vacancy in the office of President, the Vice President shall become President.

3.7 Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

3.8 Term-Removal. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.9 Powers of Officers. The Officers shall have those powers delegated to them by these Bylaws and such additional powers as may be delegated by the Board of Directors.

3.10 Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary because he is also a director of the Corporation.

3.11 Officer for Cause. The Board of Directors, President, and Immediate Past President may remove from office, "for cause", an Officer elected or appointed in accordance with these Bylaws by an affirmative majority vote. Removal "for cause" may be determined by the Board of Directors when the Officer has engaged in inappropriate conduct including, but not limited to, theft, dishonesty or moral turpitude.

ARTICLE 4

INDEMNIFICATION

SHN Payback shall indemnify and hold all directors, officers, employees, agents and board members harmless from all liabilities, obligations, claim, causes of action, or expenses of any kind, including without limitation reasonable attorneys' fees, that may arise or be incurred by them as a result of the performance of their duties for or on behalf of SHN Payback, to the full extent allowed under law.

ARTICLE 5

FISCAL YEAR

The fiscal year of SHN Payback shall be September 30 unless otherwise fixed by the Board of Directors.

ARTICLE 6

LITIGATION

6.1 Definition. As used in this Article, SHN Payback refers to its Board of Directors, Officers, representatives, employees and agents.

6.2 Attorney's Fees. While the right of person utilizing the privileges or services of SHN Payback to seek judicial review of final decisions or actions of SHN Payback is recognized, if a person utilizing the privileges or services of SHN Payback is unsuccessful in any attempt to overturn final decisions or actions of SHN Payback, that person shall reimburse SHN Payback in full for its reasonable attorneys' fees, court costs and other expenses incurred in defense of any such suit.

6.3 Place of Suit. Any suit brought against SHN Payback by a person utilizing the privileges of services of SHN Payback shall be brought only in the United States District Court for the District of Maryland and no suit shall be brought against SHN Payback by any person utilizing the privileges and services of SHN Payback in any manner in any other court or jurisdiction.

ARTICLE 7

AMENDMENTS

These Bylaws may be amended, altered or repealed at the Annual meeting, Regular meeting, or Special meeting of the Board of Directors by a majority affirmative vote of the Board, President, and Immediate Past President. The Immediate Past President shall refer to the immediate past President of SHN Payback.

[signatures concealed for security purposes]