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May 23, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****125.00 ****125.00

RE: Articles of Organization
MedPay Solutions, L.L.C.

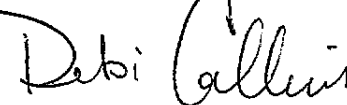
Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization and Certificate of Registered Agent for the above-captioned entity, as well as a check in the amount of \$125.00 in payment of the required filing fees.

Please date stamp the copy and call me on my direct line, 425-3413, when the document copy is ready for us to pick up. If you are able to date stamp today and return via our messenger, please feel free to do so.

If you require further information, please let me know. Thank you for your assistance.

Very truly yours,



Debi Collins

Assistant to Tim Schoenwalder

RECEIVED
MAY 23 PM 3:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MedPay Solutions, L.L.C.**

ARTICLE I

Name

The name of the limited liability company ("Company") is MedPay Solutions, L.L.C.

ARTICLE II

Address of Principal Office

The mailing and street address of the Company's principal office is: 8567 Coral Way, Suite 326, Miami, Florida 33155.

ARTICLE III

Duration

The Company shall begin existence upon the filing of these Articles of Organization with the Florida Department of State. The Company shall have perpetual existence.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is: Timothy G. Schoenwalder. The address of the Company's registered office is: 123 South Calhoun Street, Tallahassee, Florida 32301.

ARTICLE V

Management

The management of the Company is vested in the Manager, who may or may not be a Member of the Company. The powers and duties of the Manager are as set forth in the Company's Operating Agreement. The initial manager will serve until the first annual meeting of the Members or until his/her successor is elected and qualified. The initial Manager is:

Justin Newman

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02 MAY 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Admission of New Members

The members may admit to the Company additional member(s) to share in the profits, losses, available cash flow, and ownership of assets of the Company on such terms as are determined by members then holding a majority interest in the Company. Admission of any additional member(s) requires the written consent of all members. Any such additional members will be allocated gain, loss, income, or expense by the method provided in the Company's Operating Agreement ("Operating Agreement").

ARTICLE VII

Continuation of Business

The death, retirement, resignation, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company shall not dissolve the Company.

ARTICLE VIII

Amendment of the Articles

These Articles may be altered, amended, or repealed in whole or in part by vote of members then holding a majority interest in the Company, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Company or the members of the Company. An amendment shall become and be taken as part of these Articles of Organization upon its filing with the Florida Department of State.

ARTICLE IX

Indemnity

To the fullest extent permitted by the Laws of Florida, as the same may be from time to time amended, but subject to all restrictions set forth therein, the Company shall indemnify, hold harmless, and advance expenses to any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she was a member or manager of the Company, against liability as defined in the Operating Agreement, expenses as defined in the Operating Agreement and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof.

Executed and dated this 23rd day of May 2002.



Timothy G. Schoenwalder
Authorized Representative of Member
Tallahassee, Florida

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02 MAY 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MedPay Solutions, L.L.C.
2. The name and the Florida street address of the registered agent are:

Timothy G. Schoenwalder
123 South Calhoun Street, Tallahassee, FL 32301.

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02 MAY 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Timothy G. Schoenwalder