

L02000022487



DebitPayments.Com, LLC

2200 SW 10th Street

Deerfield Beach, Florida 33442

954-363-4545

FILED
2002 AUG 29 AM 9:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 23, 2002

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DebitPayments.Com, LLC

Gentlemen:

Enclosed please find for filing the Certificate of Conversion (to Florida LLC) with attached Articles of Organization and Certificate of Designation of Registered Agent for DebitPayments.com, LLC. A duplicate original set of the foregoing is provided for your certification. A filing fee totaling \$185 is enclosed to cover the following:

Articles of Organization	\$100
Registered Agent Designation	\$25
Certificate of Conversion	\$25
Certified Copy	\$30
Certificate of Status	\$5
TOTAL	\$185

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-08/29/02--01028--016
****185.00 ****185.00

Please send the copies and certificates and direct all inquiries to:

Lance Eisenberg
2200 SW 10th Street
Deerfield Beach, FL 33442

954-363-4547

Very truly yours,

A handwritten signature in black ink, appearing to read "Lance Eisenberg".
Lance Eisenberg

J. BRYAN AUG 30 2002

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

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FIRST: The name of the unincorporated business immediately prior to filing this document was:

Debitpayments.com, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: July 24, 2001
- B. Jurisdiction: Tennessee
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: none

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

DebitPayments.com, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lance Eisenberg

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**Articles of Organization
of
DebitPayments.com, LLC**

The undersigned members hereby form a limited liability company under the laws of the
State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

DebitPayments.com, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

2200 SW 10th Street
Deerfield Beach, FL 33442

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

2200 SW 10th Street
Deerfield Beach, FL 33442

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the
State of Florida shall be:

Albert Angel, Esq.
2200 SW 10th Street
Deerfield Beach, FL 33442

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TALLAHASSEE, FLORIDA

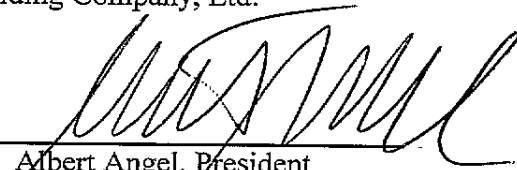
**ARTICLE V.
MANAGEMENT**

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of
Organization as of the 28th day of August, 2002.

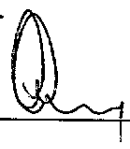
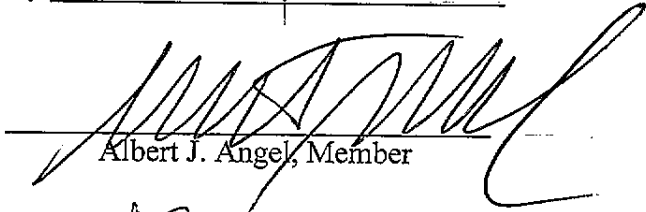
IB Holding Company, Ltd.

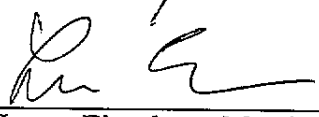
By: _____


Albert Angel, President
IB Holding Corp., its General Partner

Toccata, Inc.

By: _____



Albert J. Angel, Member


Lance Eisenberg, Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of DebitPayments.com, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


Albert Angel, Registered Agent

Dated: August 23, 2002

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