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LIMITED LIABILITY AMENDMENT

GLOBAL PREPAID SERVICES, LLC

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**AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
GLOBAL PREPAID SERVICES, LLC**

We, the undersigned, hereby agree to this Amendment to the Articles of Organization of GLOBAL PREPAID SERVICES, LLC, a Florida organization, and hereby amend same as follows:

ARTICLE I

The address of the Organization is hereby changed to: P.O. BOX 693490, MIAMI, FL 33269

ARTICLE II

The initial sole Managing Members resign herewith. The name(s) and address(es) of the new Managing Members are:

RICHARD ARNOLD
3275 W. HILLSBORO BLVD. #207
DEERFIELD BEACH, FL 33442

BARRY WERNICK
3275 W. HILLSBORO BLVD. #207
DEERFIELD BEACH, FL 33442

We, the undersigned, being all the managing members of GLOBAL PREPAID SERVICES, LLC, for the purpose of submitting this Amendment to the Articles of Organization, do subscribe and acknowledge this Amendment, hereby declaring and certifying the facts herein stated are true, and accordingly, have hereunto set our hands this date: May 31, 2004.


ARTICLE III

We the undersigned, being all the managing members of GLOBAL PREPAID SERVICES, LLC do hereby accept and appoint ANTHONY G. COLEMAN, JR. as our new registered agent, at address: 3275 W. HILLSBORO BLD. #207, DEERFIELD BRACH, FL 33442

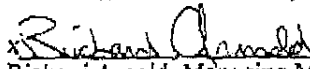
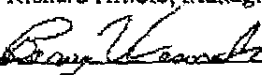
ARTICLE IV

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the organization has been notified in writing of this change.

This cause came before the members of the organization on May 31, 2004, and was unanimously approved.



Anthony G. Coleman, Jr., Registered Agent


Richard Arnold, Managing Member


Barry Wernick, Managing Member

OFFICE OF THE
CLERK OF THE STATE
TREASURER
FLORIDA
MAY 31 AM 9:30

FILED

This Amendment to the Articles of Organization Prepared By:
Anthony G. Coleman, Jr., Esq.
3275 West Hillsboro Boulevard Suite 207
Deerfield Beach, Florida 33442
(954) 354-2785
Florida Bar Number 368563

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