

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000106546
FILED 8:00 AM
November 04, 2009
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:
MERCHANT FACTOR HOLDINGS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
1410 - 20TH STEET
SUITE 202
MIAMI BEACH, FL. 33139

The mailing address of the Limited Liability Company is:
1410 - 20TH STEET
SUITE 202
MIAMI BEACH, FL. 33139

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
GREGORY R FISHMAN ESQ.
1111 KANE CONCOURSE
SUITE 209
BAY HARBOR, FL. 33154

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.

Registered Agent Signature: GREGORY R. FISHMAN, ESQ.

Article V

The name and address of managing members/managers are:

Title: MGRM
FRANK R DOUGHERTY
1410 - 20TH STREET, SUITE 202
MIAMI BEACH, FL. 33139 US

Title: MGRM
DANIEL A DOUGHERTY
1410 - 20TH STREET, SUITE 202
MIAMI BEACH, FL. 33139 US

Title: MGRM
KENNETH E ROSEN
1410 - 20TH STREET, SUITE 202
MIAMI BEACH, FL. 33139 US

Article VI

The effective date for this Limited Liability Company shall be:

11/04/2009

Signature of member or an authorized representative of a member

Signature: KENNETH E. ROSEN

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