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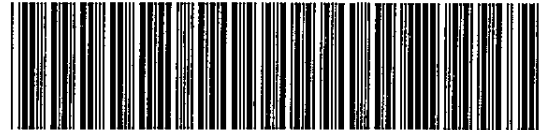
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 11 2004

DONALD S. GOLDRICH, P. A.
ATTORNEY AT LAW
3200 N.E. 14TH STREET
POMPANO BEACH, FLORIDA 33062
(954) 782-8830
FAX: (954) 782-0720

Also Admitted in New York

April 29, 2004

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Amendment of Articles of Organization of **CARDLINX SYSTEMS, LLC**

Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Organization of my client,
CARDLINX SYSTEMS, LLC

Also find enclosed a check payable to the Department of State in the amount of \$35.00 which
represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,



Donald S. Goldrich

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CARDLINX SYSTEMS, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Limited Liability Company adopts the following Articles of Amendment to its Articles of Organization:

NAME

The name of the Limited Liability Company is CARDLINX SYSTEMS, LLC.

DATE OF ORGANIZATION

The company was organized on November 2, 2001.

The following amendments are adopted:

Article Number II- ADDRESS

The address is hereby changed to: 6550 N. Federal Highway, Suite 510, Ft. Lauderdale, Florida 33308

Article V- REGISTERED AGENT

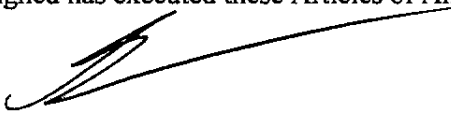
The name and address of the Registered Agent is changed to: Donald S. Goldrich, 3200 N. E. 14th Street, Pompano Beach, Florida 33062.

Article VII-MANAGER-MEMBER

The name of the manager member is changed to Jerry Lowenstein.

The date of each amendment's adoption is April 29, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 29th day of April, 2004.



EZELL BROWN, Manager-Member

STATE OF FLORIDA
COUNTY OF BROWARD

SS.

April 29, 2004

Then personally appeared EZELL BROWN, known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same, and who is personally known to me or produced his Driver's license.



Donald S. Goldrich
Commission # DD 838457
Expires August 17, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC
My commission expires:

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2004 APR 30 AM 8:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF AMENDED REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
CARDLINX SYSTEMS, LLC**

Pursuant to Florida Statutes Sections 48.091 and 608.416, the following is submitted: The above Limited Liability Company, CARDLINX SYSTEMS, LLC, with its current registered office at 2000 Glades Road, Suite 306, Boca Raton, Florida 33431 desiring to organize under the laws of the State of Florida with its registered office as indicated in its Amendment to Articles of Organization, dated April 29, 2004 at 3200 N. E. 14th Street., Pompano Beach, Florida 33062, has named DONALD S. GOLDRICH, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

That such change was authorized by affirmative vote of the members or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


DONALD S. GOLDRICH

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TALLAHASSEE, FLORIDA