

LO3000042313

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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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LIMITED LIABILITY COMPANY

Cartronics of America, LLC

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[Signature]

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Cartronics of America, LLC

Article II. Address

The Company's street and mailing address is:
Cartronics of America, LLC
180 Royal Palm Way
Palm Beach FL 33480

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Palm Beach Capital Partners, LLC
180 Royal Palm Way
Palm Beach FL 33480

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

E. Scott Schroeder, Esq. | FL Bar Member 386103
Law Office of Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 500
Palm Beach Gardens FL 33410
561-493-8000

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

CARTRONICS HOLDINGS, LLC
180 Royal Palm Way Palm Beach FL 33480

Article VI. Company Existence

The Company's existence shall begin effective as of November 3, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on November 3, 2003.



E. SCOTT SCHROEDER, ESQ.
by F.E. Cammarata as attorney-in-fact

E. Scott Schroeder, Esq. | FL Bar Member 386103
Law Office of Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 500
Palm Beach Gardens FL 33410
561-493-8000

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STATEMENT OF REGISTERED AGENT

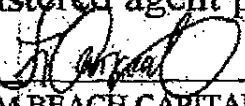
LIMITED LIABILITY COMPANY:

Cartronics of America, LLC

REGISTERED AGENT/OFFICE:

Palm Beach Capital Partners, LLC
180 Royal Palm Way
Palm Beach FL 33480

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


PALM BEACH CAPITAL PARTNERS, LLC
by F.E. Cammarata as attorney-in-fact

Date: November 3, 2003

E. Scott Schroeder, Esq. 1 FL Bar Member 386103
Law Office of Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 500
Palm Beach Gardens FL 33410
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