

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

L04000018816
FILED 8:00 AM
March 10, 2004
Sec. Of State

Article I

The name of the Limited Liability Company is:

FIRST REPUBLIC FACTORS, LLC

Article II

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

855 S.FEDERAL HWY.
SUITE 113
BOCA RATON, FL. US 33432

The mailing address of the Limited Liability Company is:

855 S.FEDERAL HWY.
SUITE 113
BOCA RATON, FL. US 33432

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:

MICHAEL P WOLFMAN
1800 OCEAN BLVD
APT. 1108
LAUDERDALE BY THE SEA, FL. 33062

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: MICHAEL P. WOLFMAN

Article V

The name and address of managing members/managers are:

Title: MGRM
MICHAEL P WOLFMAN MGRM
855 S FEDERAL HWY SUITE 113
BOCA RATON, FL. 33432 US

L04000018816
FILED 8:00 AM
March 10, 2004
Sec. Of State

Article VI

The effective date for this Limited Liability Company shall be:

03/10/2004

Signature of member or an authorized representative of a member

Signature: MICHAEL P. WOLFMAN