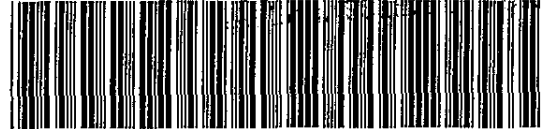


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Landis & Mallinger, P.L.

Attorneys at Law

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980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

DANIEL M. LANDIS
MARTIN R. MALLINGER

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SECRETARY OF STATE
TALLHASSEE, FLORIDA
March 26, 2004

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(561) 394-7976

VIA FEDEX

New Filing Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32314

RE: ISO OFFSHORE MERCHANT SERVICES, LLC
Our File No.: B-040076

Dear Sir or Ms.:

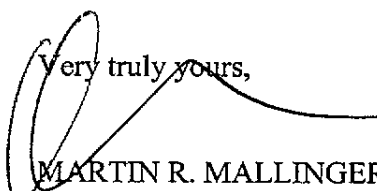
Enclosed please find the following:

1. Original executed Articles of Organization and duplicate copy.
2. Original executed Designation of Registered Agent and Registered Office and duplicate copy.
3. Landis & Mallinger, P.L. Operating Account check no. 2367 in the amount of \$133.75 made payable to "Florida Department of State" and representing the filing fee for a Florida limited liability corporation.

Please file the enclosed and forward date stamped copies of the filed instruments and a Certificate of Filing to this office in the stamped envelope provided.

Thank you for your attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,


MARTIN R. MALLINGER

MRM/sjg
Enclosures
(letters1/deptstate-llc)

**ARTICLES OF ORGANIZATION OF
ISO OFFSHORE MERCHANT SERVICES, L.L.C.**

FILED

The undersigned certify that we have associated ourselves together for the purpose of forming a limited liability company ("L.L.C.") under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company ("Company") is ISO OFFSHORE MERCHANT SERVICES, L.L.C.

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is 1801 West Atlantic Avenue, Suite B-3, Delray Beach, FL 33444, but it shall have the authority and power to establish branch offices at any other place or places as the members may designate.

**ARTICLE III
DURATION**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of Company's initial registered agent in Florida is Martin R. Mallinger. The address of Company's registered office in Florida is 980 North Federal Highway, Suite 302, Boca Raton, FL 33432.

**ARTICLE V
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

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TALLAHASSEE, FLORIDA

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association or corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE VI
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the members of this L.L.C. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the members hereof.

ARTICLE VII
MANAGEMENT

FILED

The Company is to be managed by the members. Each member is identified as follows: 2004 MAR 20 10 29 AM '04
Wertheim, whose address is 14401 South Military Trail, Apt. C-107, Delray Beach, FL 33484, Harvey
Loewenstein, 6517 Pondapple Road, Boca Raton, FL 33444 and Thomas Koziol, 42246 Southwest 43rd
Place, Gainesville, FL 32608. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. A member's interest in the company may not be sold or otherwise transferred except with unanimous written consent of the members and otherwise in compliance with the regulations of the Company. Additional capital may be contributed to the Company, but only on the written consent of all members.

ARTICLE IX
CONTINUATION OF BUSINESS

The remaining members of the Company have the right, upon their unanimous written consent, to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company ("Dissolution Event").

ARTICLE X
ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 26 day of MARCH, 2004, at the City of Boca Raton, Palm Beach County, Florida.



Name/Title: MARTIN R. MALLINGER AUTHORIZED REPRESENTATIVE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED

2004 MAR 30 A 10:29

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN
THE STATE OF FLORIDA.

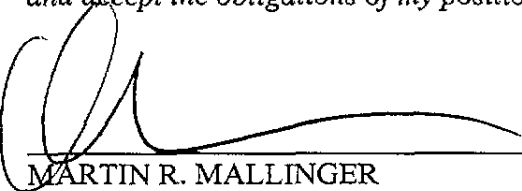
1. The name of the Limited Liability Company is:

ISO OFFSHORE MERCHANT SERVICES, LLC

2. The name and address of the Registered Agent and office is:

Martin R. Mallinger, Esq.
Landis & Mallinger, P.L.
980 North Federal Highway, Suite 302
Boca Raton, Florida 33432

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.


MARTIN R. MALLINGER

3/26/04
Date