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Fax Number : (850) 205-0383

From:

Account Name : MILAM & HOWARD, P.A.  
Account Number : I20000000206  
Phone : (904) 357-3660  
Fax Number : (904) 357-3661

Attn:

Diane

(see attached confirmation showing fax sent 9-3-04. Thank you.)  
**LIMITED LIABILITY COMPANY**

Fidelity Payment Systems, LLC

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Sep. 9. 2004 1:33PM Milan Howard, et al.

No.0367 P. 5 p. 1

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1) Milan Howard, et al.  
2) Phone (800) 357-3866

Date/Time: Sep. 3. 2004 4:21PM

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From: Account Name : MILAN & HOWARD, P.A.  
Account Number : 118060006388  
Phone : (800) 337-3866  
Fax Number : (800) 337-3866

**LIMITED LIABILITY COMPANY**

**Fidelity Payment Systems, LLC**

Certifying of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
FIDELITY PAYMENT SYSTEMS, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be Fidelity Payment Systems, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202.

**ARTICLE III  
REGISTERED AGENT**

The initial registered office of this Company shall be 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202, and its initial registered agent at such office shall be Milam Howard Nicandri Dees & Gillam, P.A.

**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

This Company will be a member-managed company managed by one of its members or such other person as may be designated by the member, in accordance with and subject to the requirements of the Act and the operating agreement of this Company.

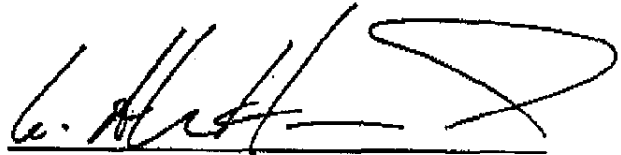
Prepared by G. Alan Howard, Esq.  
Milam Howard Nicandri Dees & Gillam, P.A.  
50 North Laura Street, Suite 2900  
Jacksonville, Florida 32202  
(904) 357-3660

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IN WITNESS WHEREOF, the undersigned, as an authorized representative for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407 of the Act.



G. Alan Howard, Authorized Representative  
for Barry J. Grahek, Member

Dated: September 3, 2004

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Fidelity Payment Systems, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Milam Howard Nicandri Dees & Gillam, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202.

FIDELITY PAYMENT SYSTEMS, LLC

By:   
G. Alan Howard, Authorized Representative  
for Barry J. Grahek, Member

Dated: September 3, 2004

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, we hereby agree to accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of my position as registered agent.

DATED this 3<sup>rd</sup> day of September, 2004.

MILAM HOWARD NICANDRI  
DEES & GILLAM, P.A.

By:   
G. Alan Howard, President

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