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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

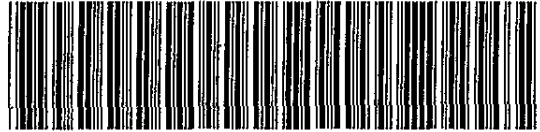
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W04-41136

J. BRYAN NOV - 9 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DEMPCO, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN W. DEMPS, SR., as authorized Agent of
(Name of Person)
MERCHANTS BANKCARD SYSTEMS OF FLORIDA, INC.

MERCHANTS BANKCARD SYSTEMS OF FLORIDA, INC.
(Firm/Company)

1650 ART MUSEUM DRIVE, SUITE 11
(Address)

JACKSONVILLE, FL 32207
(City/State and Zip Code)

For further information concerning this matter, please call:

JOHN W. DEMPS, SR. at (904) 348-0910
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$125.00 Filing Fee	<input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status	<input type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)	<input type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)
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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 9, 2004

JOHN W. DEMPS, SR
MERCHANTS BANKCARD SYSTEMS OF FLORIDA, I
1650 ART MUSEUM DRIVE, SUITE 11
JACKSONVILLE, FL 32207

SUBJECT: DEMPCO, LLC
Ref. Number: W04000041136

We have received your document for DEMPCO, LLC and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on November 8, 2004. Please amend your document accordingly.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 704A00064029



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 17, 2004

JOHN W. DEMPS, SR
MERCHANTS BANKCARD SYSTEMS OF FLORIDA, I
1650 ART MUSEUM DRIVE, SUITE 11
JACKSONVILLE, FL 32207

SUBJECT: DEMPCO, LLC
Ref. Number: W04000041136

You failed to make the correction(s) requested in our previous letter.

You have to return the Articles of Organization without the Affidavit of Membership and Contributions included in them.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 504A00070451

ARTICLES OF ORGANIZATION

(A LIMITED LIABILITY COMPANY)
(Pursuant to s. 608.407, Florida Statutes)

1. **Name.** The name of the limited liability company is: **DEMPCO, LLC.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the registered office of the limited liability company is: **8803 Yeoman Drive, Jacksonville, FL 32208 .**
4. **Effective Date.** The effective dated of this company is within five (5) days of the filing of this document.
5. **Term.** Term of this LLC shall be perpetual.
6. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
7. **Period of Duration.** The period of duration shall be perpetual.
8. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Member(s):

**John W. Demps, Sr. as Authorized Officer of
Merchanta Bankcard Systems of Florida, Inc. [Managing Member (MGRM)]
1650 Art Museum Drive, Suite 11
Jacksonville, FL 32207**

and

**Marva D. Demps
10123 Rising Mist Lane
Jacksonville, FL 32221**


9. **Additional Members.** The names and addresses of additional members(s) are as follows:

NONE AT THIS TIME.

10. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the

event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

11. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue 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 limited liability company as further set forth in the Operating Agreement of the limited liability company.

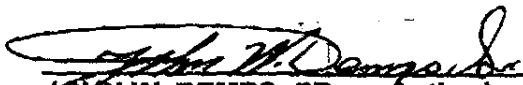

JOHN W. DEMPS, SR. as Authorized Officer of
Merchants Bankcard Systems of Florida, Inc.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is: **DEMPCO, LLC.**
2. Registered Office. The address of the registered office of the limited liability company is: **8803 Yeoman Drive, Jacksonville, FL 32208 .**
3. Registered Agent: John W. Demps. Sr., as Authorized Agent of Merchant Bankcard Systems, Inc. is appointed, and by his signature below accepts appointment, to act as the Registered agent of **DEMPCO, LLC.** 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.


JOHN W. DEMPS, SR. as Authorized Officer of
Merchants Bankcard Systems of Florida, Inc.