

TRANSMITTAL LETTER

May 25, 2005

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

From: James L. Pruden, PA
980 North Federal Highway, Suite 404
Boca Raton, FL. 33432
Phone 561 417-4644

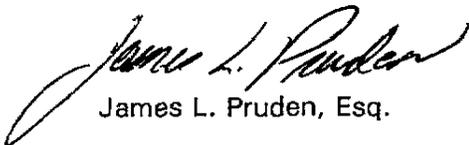
SUBJECT: *Merchants' TPS, LLC*

Enclosed please find the following:

1. The original and one copy of Articles of Organization with Registered Agent's Appointment & Acceptance
2. A check in the amount of \$160.00 for the filing fee, certified copy, certificate of status and Registered Agent designation fee

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,


James L. Pruden, Esq.

Enclosure

RECEIVED
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STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

Of

Merchants' TPS, LLC

The undersigned as organizer of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is:

Merchants' TPS, LLC

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual from the date of issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is:

3299 NW Boca Raton Blvd, Suite 100
Boca Raton, FL. 33431

and the mailing address shall be the same.

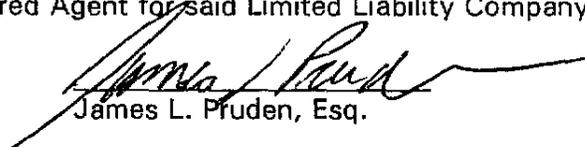
**ARTICLE IV - REGISTERED AGENT OFFICE AND
REGISTERED AGENT'S SIGNATURE**

The name of the initial registered agent within Florida is:

James L. Pruden, Esq.,
980 N. Federal Highway, Suite 404
Boca Raton, FL 33432

ACCEPTANCE:

Having been named to accept service of process for the above named Limited Liability Company, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Limited Liability Company.


James L. Pruden, Esq.

SECRETARY OF STATE
FILED
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ARTICLE V – MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Charge Card Systems, Inc.
3299 NW Boca Raton Blvd, Suite 100
Boca Raton, FL. 33431

William W. Paul Enterprises, Inc.
2141 NW 85th Way
Coral Springs, FL. 33071

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

ARTICLE VI – MANAGEMENT

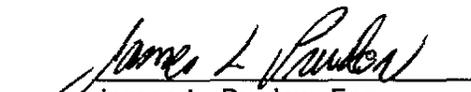
The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

ARTICLE VII – CONTRIBUTION

The initial capital contribution and the amount of cash contributed is \$10.00.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 25th day of May, 2005.

Authorized Representative
of a Member


James L. Pruden, Esq.

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