

12/9/2005 11:22 AM

L05000118011

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000282126 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

RECEIVED

05 DEC -9 PM 2:29

DIVISION OF CORPORATIONS

12/12 JLS

LIMITED LIABILITY COMPANY

international payment and processing solutions, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC -9 AM 10:39

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

4050002821204 ARTICLES OF ORGANIZATION
FOR
INTERNATIONAL PAYMENT AND PROCESSING SOLUTIONS, LLC

ARTICLE I-NAME

The name of this limited liability company shall be: INTERNATIONAL PAYMENT
AND PROCESSING SOLUTIONS, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability
company is 630 N.E. 173 Terrace, North Miami Beach, FL 33162.

ARTICLE III.- MANAGEMENT

The limited liability company is to be a member managed company, and the name and
address of such managers are: CHAZON STEIN of 630 N.E. 173rd Terrace, North Miami
Beach, FL, STEVEN W. BREIR of 5151 Collins Avenue, Miami Beach, FL Apt. 835, 33140 and
ALAIN PALINSKY, 7211 Fischer Island Drive, Fisher Island, Florida 33109. This limited
liability company shall initially have three(3) managers. The number of managers of this
company may be changed in accordance with the regulations of the company.

The initial managers shall serve until the first annual meeting of members or until
his/their successor(s) is elected and qualified, or until his/their death or resignation.

ARTICLE IV.- PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is
organized for each and every legal and lawful purpose for which a limited liability company may
be organized pursuant to Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall
have and may exercise all powers and rights which a limited liability company may exercise
under Florida law or the laws of the United States of America.

ARTICLE V.- INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the
initial registered agent is: CHAZON STEIN of 630 N.E. 173rd Terrace, North Miami Beach, FL
33162

This Instrument was prepared by:

Sandor F. Genet, Esq.
FL Bar No, 155959
SANDOR F. GENET & ASSOCIATES, P.A.
99 N.E. 167th Street
North Miami Beach, FL 33162
(305) 653-0455

4050002821204

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC -9 AM 10:39

APPROVED
AND
FILED

ARTICLE VI - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repeated by the majority vote of the members.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one member remains.

ARTICLE VIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this _____ day of _____, 2005.

By: CHAZON STEIN

Authorized Representative of the Members

By: STEVEN W. BREIR

Authorized Representative of the Members

By: ALAIN PALINSKY

Authorized Representative of the Members

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC -9 AM 10:39

APPROVED
AND
FILED

CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

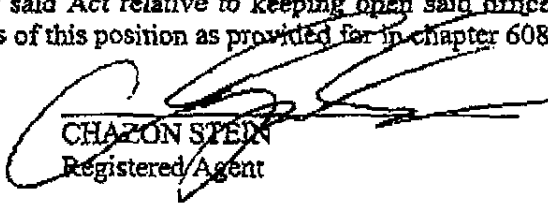
That INTERNATIONAL PAYMENT AND PROCESSING SOLUTIONS, LLC is desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation at the City of Aventura, County of Dade, State of Florida, has named CHAZON STEIN, located at 630 N.E. 173rd Terrace, North Miami Beach, FL 33162, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

By: CHAZON STEIN

Authorized Representative of the Members

ACKNOWLEDGEMENT:

Having been named Registered Agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and I am familiar with, and accept the obligations of this position as provided for in chapter 608 F.S.


CHAZON STERN
Registered Agent

APPROVED
AND
FILED

05 DEC -9 AM 10:39

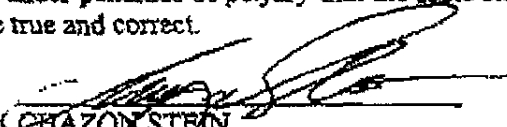
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MANAGING MEMBERS

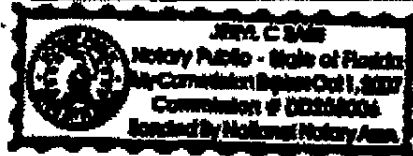
STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

The undersigned managing member of INTERNATIONAL PAYMENT AND PROCESSING SOLUTIONS, LLC deposes and says:

1. The above-named limited liability company has at least one member.
2. In accordance with Section 608.408(3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated in these Articles of Organization are true and correct.


CHAZON STEIN
Managing Member

The foregoing instrument was acknowledged before me on this 1st day of Dec, 2005, by CHAZON STEIN, ✓ who is known to me, or who has produced as identification and who has taken an oath.

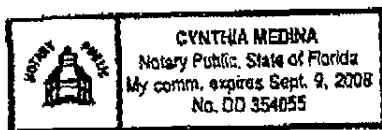


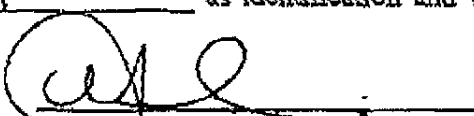


NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:


STEVEN W. BREIR
Managing Member

The foregoing instrument was acknowledged before me on this 6th day of November, 2005, by STEVEN W. BREIR, who is known to me, or ✓ who has produced FL DL # 41812007 as identification and who has taken an oath.



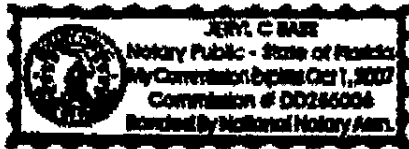

NOTARY PUBLIC
STATE OF FLORIDA

ALADIN PALINSKY
Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC - 9 AM 10:39

APPROVED
AND
FILED

The foregoing instrument was acknowledged before me on this 1st day of Dec, 2005, by ALAIN PALINSKY ✓ who is known to me, or who has produced as identification and who has taken an oath.



Wm C Bass
NOTARY PUBLIC
STATE OF FLORIDA

J:\stein chazon de international\stein articles nov 2005.doc

APPROVED
AND
FILED

05 DEC -9 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO5000282126