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ARTICLES OF ORGANIZATION

FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name of Limited Liability Company:

QUALIFIED PROCESSING SERVICES, LLC

ARTICLE II - Mailing Address & Street Address of Limited Liability Company:

621 NW 53RD STREET, STE 230 BOCA RATON, FL 33487

ARTICLE III – Registered Agents Name, Office Address, & Registered Agents Signature MITCH BRESLOW 621 NW 53RD STREET, STE 230 BOCA RATON, FL 33487

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Date 04/18/2006

Article IV - Management (Check box if applicable.) The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. Specify name & address(es).

1. MITCH BRESLOW, 621 NW 53^{2D} STREET, STE 230, BOCA RATON, FL 33487 2. DAVID SHOEMAKER, 27517 MARIAM PLACE, SAUGUS, CALIFORNIA 91350

Signature of a member or an authorized representative of a member. In accordance with section 608.408 (8), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MITCH BRESLOW

Typed or printed name of signee

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