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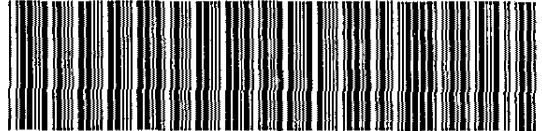
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bar Merchant Accounts, LLC

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ARTICLES OF ORGANIZATION
FOR
BAR MERCHANT ACCOUNTS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.
NAME

The name of the limited liability company (the "Company") is:

BAR MERCHANT ACCOUNTS, LLC

II.
DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

III.
BUSINESS ADDRESS

The address of the place of business of the Company is 4000 Hollywood Blvd, Suite 375-S, Hollywood, Florida 33021.

IV.
REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Gary S. Phillips, Esquire, having an address of 4000 Hollywood Blvd, Suite 375-S, Hollywood, Florida 33021.

V.
ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of the Company.

- OR -

Pursuant to Section 608.4232, Florida Statutes, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

VI.
RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

VII.
CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the 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 Company shall be as set forth in the Operating Agreement of the Company.

VIII.
MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is: Gary S. Phillips, 4000 Hollywood Blvd, Suite 375-S, Hollywood, Florida 33021.

- OR -

The Company shall be managed by managers. The name and addresses of the initial managers is set forth below. The initial managers shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Gary S. Phillips

IX.
SUBSCRIBER

The name and address of the person executing these Articles of Organization as Member and Manager is Gary S. Phillips. Said person shall not be liable, in any form or fashion, for any acts or omissions of the Company.

ARTICLE X.
DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

X.
RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

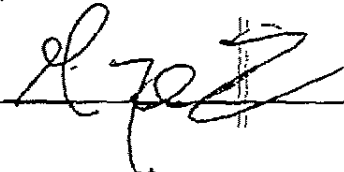
XI.
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

XII.
AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423(1), Florida Statutes, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 6 day of October, 2006.



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 6th DAY OF October, 2006.



Gary S. Phillips, Esquire