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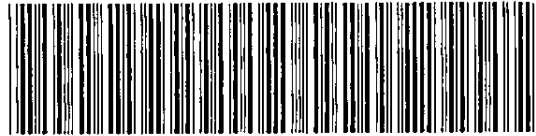
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EXAMINER

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10 DEC 22 AM 9:23



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 621111 82724A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

FILED
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ORDER DATE : December 22, 2010

ORDER TIME : 2:47 PM

ORDER NO. : 621111-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: MATCH RATE PLUS HOLDINGS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
Match Rate PLUS Holdings, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 22 AM 9:23

**ARTICLE I
NAME**

The name of this limited liability company is Match Rate PLUS Holdings, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 925 Moon Lake Drive, Naples, Florida 34104. The Company's registered agent is Joshua D. Rudnick, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Gary C. Fishman, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose and to own and hold certain patents and trademarks, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Regulations. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The names and addresses of the initial managing members are:

Gary C. Fishman
925 Moon Lake Drive
Naples, FL 34104

Robert R. Hawthorne
75 West Arbor Camp Circle
The Woodlands, TX 77389

ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 19th day of December, 2010.

By: 

Name: Gary C. Fishman
Title: Managing Member

**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Match Rate PLUS Holdings, LLC
2. The name and address of the registered agent and office is:

Joshua D. Rudnick
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

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 accept the obligations of my position as registered agent.

Date: 12-22, 2010


Name: Joshua D. Rudnick