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From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
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FOREIGN LIMITED LIABILITY COMPANY

US Credit Card Processing LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2002

GUNSTER, YOAKLEY, ETAL

SUBJECT: US CREDIT CARD PROCESSING LLC
REF: W02000007243

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. US Credit Card Processing LLC
(Name of foreign limited liability company)

2. Michigan (Jurisdiction under the law of which foreign limited liability company is organized)
3. 27-0000556 (FEI number, if applicable)

4. 2/1/2002 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 28530 Orchard Lake Road, Suite 114
Farmington Hills, MI 48334
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

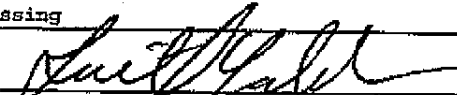
NPS Manager, Inc., Managing Member, 28530 Orchard Lake Road, Ste. 114

Farmington Hills, MI 48334

Laith Yaldeo, Member, 28530 Orchard Lake Road, Ste. 114, Farmington Hills, MI 48334

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Marketing
Credit Card Processing


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Laith Yaldeo, Member
Typed or printed name of signee

MAR-15-2002 09:55

GUNSTER YORLEY

P. 04/05

MAR-14-2002 11:35

GUNSTER YORLEY

P. 03/05

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

US Credit Card Processing LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

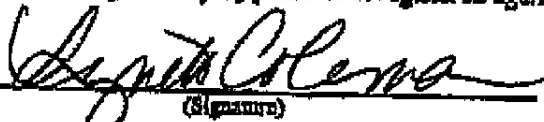
Tallahassee, FL 32301

(City/State/Zip)

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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.

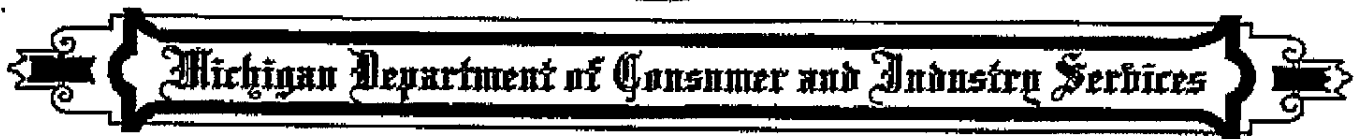
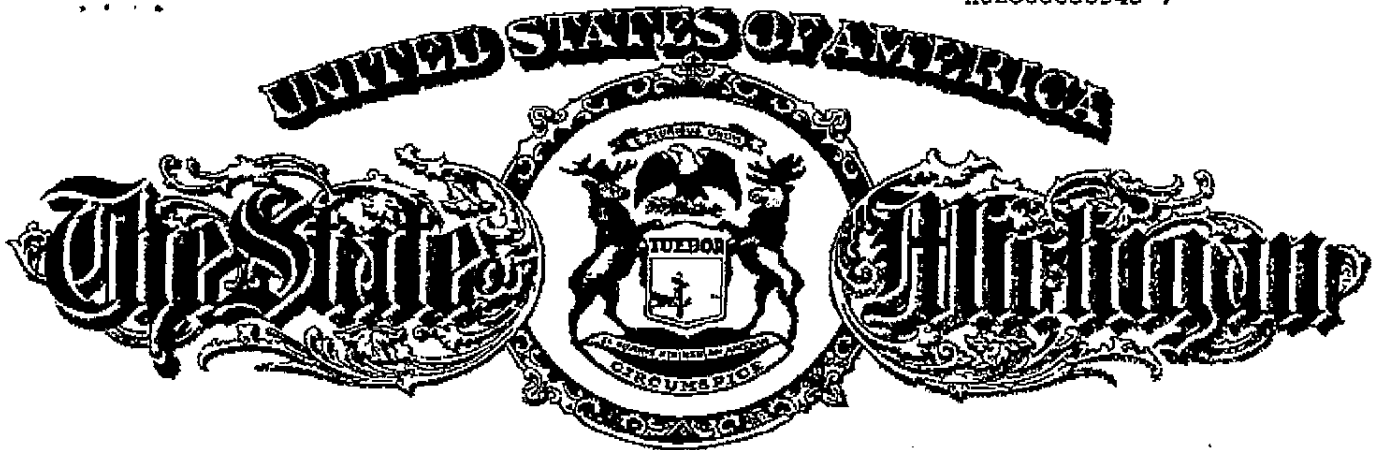


(Signature)

Lynette Coleman
as its agent

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 38.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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Lansing, Michigan

This is to Certify That

US CREDIT CARD PROCESSING LLC

a Michigan limited liability company, was formed on February 1, 2002.


I FURTHER CERTIFY that a Certificate of Dissolution has not been filed and the Articles of Organization are in full force and effect as of this date.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 13th day of March, 2002


 , Director

Bureau of Commercial Services