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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

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

FLORIDA/FOREIGN LIMITED LIABILITY CO.

net merchant, llc

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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W08-14772
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Help
EXAMINER



March 21, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: NET MERCHANT, LLC
REF: W08000014772FILED
SECRETARY OF STATE
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,138.75.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist IIFAX Aud. #: H08000071730
Letter Number: 508A00017000

P.O. BOX 6327 - Tallahassee, Florida 32314

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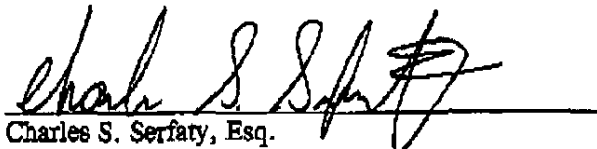
Affidavit

I, the undersigned, do solemnly swear under oath as follows:

1. I am an attorney currently practicing in the State of Florida.
2. I represent Net Merchant, LLC, a Delaware Company, in this corporate matter.
3. I filed an Application by Foreign Limited liability Company for Authorization to Transact Business in Florida for Net Merchant, LLC.
4. I erroneously answered November 13, 2007 for question number 6 of the application, thinking that it requested when the company was first organized.
5. The intended and correct response for question number 6 should have been "upon qualification".
6. I submit, in good faith, all attached documents, in support of this Application and Affidavit.

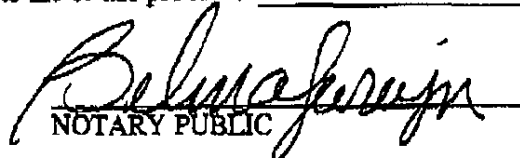
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FURTHER AFFLIANT SAYETH NAUGHT.

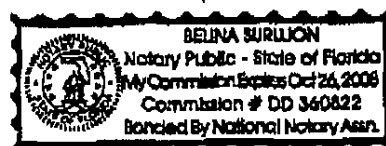

Charles S. Serfaty, Esq.

Sworn to and subscribed before me this 1 day of April, 2008, by Charles S. Serfaty, Esq. who is personally known to me or has produced _____ as identification.

My commission expires:


NOTARY PUBLIC

PRINTED SIGNATURE



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

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

1. NET MERCHANT, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 26-2141388
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. NOVEMBER 13, 2007 5. _____
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. NOVEMBER 13, 2007
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1655 DREXEL AVENUE #206
MIAMI BEACH, FLORIDA 33139
(Street Address of Principal Office)

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:

PETER HAMILTON
1655 DREXEL AVENUE #206
MIAMI BEACH, FLORIDA 33139

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: _____

CREDIT CARD PROCESSING

X + [Signature]
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.)

PETER HAMILTON

Typed or printed name of signee

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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:

NET MERCHANT, LLC.

If name unavailable, the alternate name to be used in the state of Florida is:

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

CHARLES S. SERFATY, ESQ.
(Name)

4770 BISCAYNE BOULEVARD # 1430
Florida Street Address (P.O. Box NOT ACCEPTABLE)

MIAMI FL 33137
City/State/Zip

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, Florida Statutes.

Charles S. Serfaty
(Signature)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET MERCHANT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D.. 2008.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6491119

DATE: 04-01-08