OTC Markets

# OTCQB Certification

I, Brad Bernstein, CEO and President of FlexShopper, Inc ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of 12/31/15 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

K&L Gates LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

N/A

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

| Name | Address (City and State only) | % Shares Owned |
|---|---|---|
| Morry Rubin | 17853 Key Vista Way, Boca Raton, FL 33496 | 13.0 |
| George Rubin | 200 Central Park South, 20th Fl., New York, NY 10019 | 6.6 |
| Ilissa and Brad Bernstein | 2700 N. MIlitary Trail Suite 200 Boca Raton, FL 33431 | 6.9 |
| T. Scott King | 7289 Sarimento Place, Delray Beach, FL 33446 | less than 1% |
| Carl Pradelli | 2911 Banyan Blvd. Circle N.W., Boca Raton, FL 33431 | less than 1% |
| Waterfall Asset Management, LLC - Phil Gitler | 1140 Avenue of the Americas 7th floor New York, NY 10036 | 28.0 |
| H. Russell Heiser Jr. | 2700 N. MIlitary Trail Suite 200 Boca Raton, FL 33431 | less than 1% |

| | | |
|---|---|---|
| Marc Malaga | 2700 N. MIlitary Trail Suite 200<br>Boca Raton, FL 33431 | 6.1 |

Date: 4/29/2016

Name of Certifying CEO or CFO: Brad Bernstein

Title: CEO

Signature: /s/ Brad Bernstein
(Digital Signatures should appear as "/s/ [OFFICER NAME]")