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LIMITED LIABILITY COMPANY

AMERICAN CONSULTING PROFESSIONALS, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2002

BUSH ROSS GARDNER WARREN & RUDY, P.A.

SUBJECT: AMERICAN CONSULTING PROFESSIONALS, LLC
REF: W02000015641

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.

Article I is referring to the entity as a corporation.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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**ARTICLES OF ORGANIZATION
OF
AMERICAN CONSULTING PROFESSIONALS, LLC**

The undersigned, acting as an authorized representative of the initial members of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Company Name and Principal Office

The name of this limited liability company is AMERICAN CONSULTING PROFESSIONALS, LLC (the "Company") and its principal office and mailing address is 4111 Land O'Lakes Blvd., Suite 310, Land O'Lakes, Florida 34639.

ARTICLE II

Effective Date

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

John N. Giordano, Esq.
220 S. Franklin Street, Tampa, FL 33602
813-224-9255
Fla Bar #358762

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ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Company shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is John N. Giordano.

ARTICLE V

Management of the Company

The Company shall be managed by Manager(s) who shall be elected by the members in the manner set forth in the Company's Operating Agreement.

ARTICLE VI

Operating Agreement

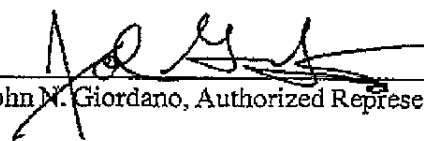
The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VII

Indemnification

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 30th day of May, 2002.


John N. Giordano, Authorized Representative

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CERTIFICATE DESIGNATING

REGISTERED AGENT


Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, AMERICAN CONSULTING PROFESSIONALS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



John N. Giordano, Authorized Representative

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



John N. Giordano

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