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Florida Department of State
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

TELEBOOK INVESTMENTS L.L.C.

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ARTICLES OF ORGANIZATION
OF
TELEBOOK INVESTMENTS L.L.C.

The undersigned hereby agree(s) to organize a limited liability company under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

ARTICLE I
NAME

The limited liability company name shall be:

TELEBOOK INVESTMENTS L.L.C.

ARTICLE II
EXISTENCE

The company shall exist in perpetuity from the date of filing unless terminated earlier per Florida Statute 608.

ARTICLE III
PURPOSE

The company purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon company.

ARTICLE IV
PRINCIPAL OFFICE

The post office address, street address, and mailing address of the principal office of the limited liability company is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida 33139 or at any other location that the Members choose to designate.

This document was prepared by: Stratton & Feinstein, P.A.
Douglas D. Stratton, Esquire; Florida Bar No. 240966
407 Lincoln Road, Suite 2A, Miami Beach, Florida 33139; (305) 672-7772

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ARTICLE V
INITIAL REGISTERED AGENT

The Initial Registered Agent of the company is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VI
INITIAL BOARD OF MANAGERS

The business of the company shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

Michael Gleissner

429 North Hibiscus Drive
Miami Beach, Florida 33139

ARTICLE VII
POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

ARTICLE VIII
INDEMNIFICATION

The company shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their company capacity.

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ARTICLE IX
AMENDMENTS

The company reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE X
MEMBERS

There is at least one Member of this company. The names and addresses of the initial Members of the company are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Michael Gleissner	429 North Hibiscus Drive Miami Beach, Florida 33139
Douglas D. Stratton	407 Lincoln Road, Suite 2A Miami Beach, Florida 33139

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ARTICLE XI
ADDITIONAL CONTRIBUTIONS TO CAPITAL

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

ARTICLE XII
ADDITIONAL MEMBERS

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all

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members to accept the same.

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ARTICLE XIII
CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original member of the company, have executed these Articles of Organization this 31 day of July, 2000.

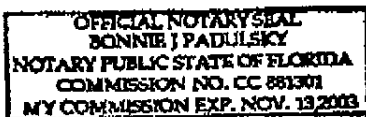
Douglas D. Stratton
DOUGLAS D. STRATTON

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared DOUGLAS D. STRATTON, who produced known to me for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 31 day of July, 2000.
Bonnie J. Padulsky
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 608, Florida Statutes, relative to keeping open said office.


Douglas D. Stratton, REGISTERED AGENT

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