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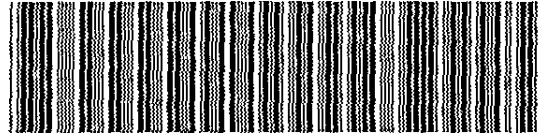
(Business Entity Name)

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LOUIS STINSON, JR., P.A.

ATTORNEY AT LAW

SUITE 301 • MERRICK PLAZA
2199 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-8807
FACSIMILE (305) 444-0487

January 2, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Transition Management Consultants
International, L.C.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization for Transition Management Consultants International, L.C., for filing, together with our firm check in the amount of \$125.00 representing the required filing fee.

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Louis Stinson, Jr.

LSJr:kdj
Enclosures

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Transition Management Consultants International, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

8405 N.W. 53rd. Street
Suite C-102
Miami, FL 33166

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Louis Stinson, Jr.
Name
2199 Ponce de Leon Boulevard, Suite 301
Florida street address (P.O. Box NOT acceptable)
Coral Gables, FL 33134
City, State, and Zip

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FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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..



Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Article V - Effective Date

The effective date shall be January 1, 2003



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Louis Stinson, Jr.

Typed or printed name of signee

Filing Fees:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)