



INVESTMENT MANAGEMENT of AMERICA, Inc.

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August 21, 2000

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Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation – IMA-Digital Partners, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Appointment of Manager for the above named corporation. I have enclosed a check in the amount of \$155.00 for filing fees, designation of registered agent and a certified copy.

Please contact me at my office, 941-925-2500, if you have any questions.

Thank you.

Sincerely,


Cristie Brandon Smith
Controller

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TALLAHASSEE, FLORIDA

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| Name | |
| Availability | |
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| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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Articles of Organization of
IMA-DIGITAL PARTNERS, LLC
(a Florida Limited Liability Company)

ARTICLE I

Name

The name of the limited liability company ("Company") is IMA-DIGITAL PARTNERS, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is Investment Management of America, Inc., 7820 South Holiday Drive, Suite 320, Sarasota, Florida 34231.

ARTICLE III

Duration

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Larry G. Rightmyer, the address of Company's registered office in Florida is Investment Management of America, Inc., 7820 South Holiday Drive, Suite 320, Sarasota, Florida 34231.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members unless earlier terminated by a majority vote of the members. The initial manager may be appointed by the initial member.

ARTICLE VI

Admission of New Members

New members may be admitted to the Company. Additional members may be admitted only by their purchase of shares of Company.

ARTICLE VII

Continuation of Business

The remaining members of the Company have the right to continue the business on the

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death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE VIII

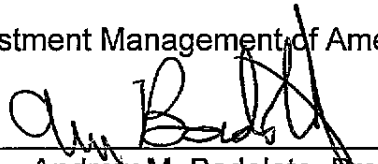
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VII.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 28 day of July 2000 at Sarasota, Florida.

Investment Management of America, Inc. (Member)

by



Andrew M. Badolato, President
7820 South Holiday Drive, Suite 320
Sarasota, Florida 34231

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
of
IMA-DIGITAL PARTNERS, LLC
(a Florida Limited Liability Company)

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is of IMA-DIGITAL PARTNERS, LLC a Florida limited liability company (Company).
- (2) The name of Company's initial registered agent in Florida is Larry G. Rightmyer. The address of the Company's registered office in Florida is Investment Management of America, Inc., 7820 South Holiday Drive, Suite 320, Sarasota, Florida 34231.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated this 28 day of July 2000.


Larry G. Rightmyer

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