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March 14, 2001

Attn: Sir and/or Madam
Florida Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Articles of Organization for Real Estate Agents Alliance Purchasing Group, LLC

Dear Sir and/or Madam:

Enclosed please find an original and three copies of the Articles of Organization for Real Estate Agents Alliance Purchasing Group, LLC. I have also enclosed a check in the sum amount of \$155.00. This includes the filing fees for the Articles of Organization, Designation of Registered Agent, and the Certified copy.

Please file this document and return the conformed copies, along with a certified copy to our office in the enclosed, self-addressed, stamped envelope. Should you have any questions or comments, please do not hesitate the undersigned.

Very truly yours,



Soo Kim, Paralegal for
RADCLIFF FRANDSEN & DONGELL LLP

SK:xx
Enclosures

FILED
01 MAR 19 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
REAL ESTATE AGENTS ALLIANCE PURCHASING GROUP, LLC**

ARTICLE 1:

The name of the Limited Liability Company is Real Estate Agents Alliance Purchasing Group, LLC

ARTICLE II:

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

12396 World Trade Drive, Suite 313
San Diego, California 92128

ARTICLE III :

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

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

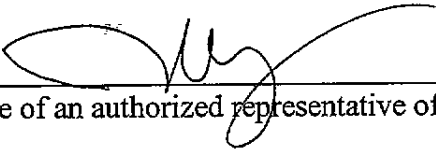
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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..

CT Corporation System
Registered Agent's Signature

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01 MAR 19 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV:

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



Signature of an authorized representative of a member

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

Jeffrey C. Mayes

Typed or printed name of signee