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BUSH ROSS ET AL

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Florida Department of State

Division of Corporations

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Brenda H. Holland - new - use BRGWR-02468

LIMITED LIABILITY COMPANY

ENGAGE INVESTMENT PARTNERS, L.L.C.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ENGAGE INVESTMENT PARTNERS, L.L.C.**

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

Name

The name of this limited liability company is ENGAGE INVESTMENT PARTNERS, L.L.C. (the "Company") and its principal office and mailing address is 777 S. Harbour Island Boulevard, Suite 760, Tampa, FL 33602.

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 VI

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.

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TALLAHASSEE, FLORIDA

ARTICLE VII

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

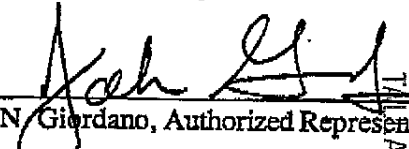
Indemnification

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*.

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IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 15th day of May, 2001


John N. Giordano, Authorized Representative

CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, ENGAGE INVESTMENT PARTNERS, L.L.C., 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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