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AUTHORIZATION :

Patricia Pigute

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ORDER DATE : May 16, 2001

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ORDER NO. : 151992-005

CUSTOMER NO: 81502A

CUSTOMER: William C. Lewis, Jr., Esq
Muller & Lipson, P.a.

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: RESPONSE EDGE MARKETING GROUP,
LLC

EFFECTIVE DATE:

400004220834--4

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

APPROVED
AND
FILED
01 MAY 16 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5110-0

**ARTICLES OF ORGANIZATION OF
RESPONSE EDGE MARKETING GROUP, LLC**

The undersigned as the authorized representatives, **Ana Paula Silva and Salomon Wancier**, of **Response Edge Marketing Group, LLC**, who are members of this limited liability company, hereby certify the following for purposes of forming the limited liability company under the laws of the State of Florida. The following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be **Response Edge Marketing Group, LLC**.

ARTICLE II - EXISTENCE AND DURATION

The existence of the limited liability company shall commence on the date of the filing of these Articles and shall be perpetual, or until dissolved in a manner provided by law or as provided in the regulations and operating Agreement of the Company adopted by the members.

ARTICLE III - ADDRESS

The mailing address and street address of the principal place of business of this limited liability company shall be:

Mailing Address: 16300 NE 19th Avenue, Suite 253
North Miami Beach, FL 33162

Principal Place of Business: 16300 NE 19th Avenue, Suite 253
North Miami Beach, FL 33162

ARTICLE IV - INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

William C. Lewis, Jr.
9350 South Dixie Highway, Suite 1550
Miami, FL 33156

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TALLAHASSEE, FLORIDA

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ARTICLE V - MANAGEMENT

This limited liability company shall be managed by two managers who must unanimously consent to all actions taken as required. The names and addresses of the managers who shall serve as such until the first annual meeting of the members or until their successors are elected and qualified are as follows:

Ana Paula Silva
2451 Brickell Ave. Apt: 3B
Miami, FL 33129

Salomon Wancier
1400 Weeping Willow Way
Hollywood, FL 33019

The managers shall have the powers as delegated to the managers by a majority vote of the members.

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by a unanimous vote of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations and operating agreement of the company.

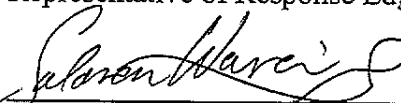
ARTICLE VII - CONTINUATION OF BUSINESS

Upon the 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 limited liability company, a majority of the remaining members (in the manner set forth in the regulations and operating agreement of the company) shall have the right to continue the business of the limited liability company.

Executed and acknowledged by the undersigned at Miami, Florida, this 15 day of ~~April~~ May 2001.



Ana Paula Silva, as Authorized
Representative of Response Edge Marketing Group, LLC



Salomon Wancier, as Authorized
Representative of Response Edge Marketing Group, LLC


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TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated limited liability company at the place designated in this certificate, I hereby state that I am familiar with, and accept, the obligations of that position.

Dated this 15 day of ^{May}~~April~~ 2001.


William C. Lewis, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA