

L01000007744

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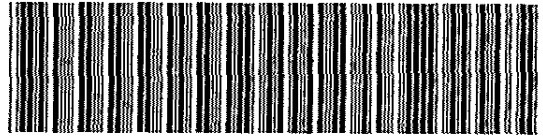
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J. BRYAN AUG 27 2004

WILLIAM C. LEWIS, JR.

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 280

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August 19, 2004

*Certified Mail
Return Receipt*

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

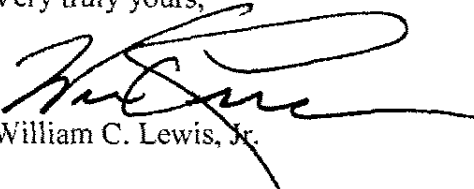
Re: Response Edge Marketing Group, LLC
Document No. L01000007744

Dear Madam or Sir:

Please find enclosed herewith for filing Amended Articles of Organization and a check in the sum of \$25.00 for the required filing fee.

Please file stamp the copy of this document which is enclosed with this letter and return it to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,



William C. Lewis, Jr.

WCL/dla
Enclosures

cc: Response Edge Marketing Group

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Document 401000002744
**AMENDED ARTICLES OF ORGANIZATION OF
RESPONSE EDGE MARKETING GROUP, LLC**

final
12/17/03
WCL JB, P.A.
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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned as the authorized representative, **Ana Paula Silva**, of **Response Edge Marketing Group, LLC**, who is the sole member of this limited liability company, hereby certify the following for purposes of amending and restating the Articles of Organization of Response Edge Marketing Group, Inc. heretofore filed on May 16, 2001 of forming the limited liability company under the laws of the State of Florida. The following Articles shall be the amended and restated 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 the original Articles, May 16, 2001, 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:	10400 N.W. 33 rd Street, Suite 270 Miami, Florida 33172
Principal Place of Business:	10400 N.W. 33 rd Street, Suite 270 Miami, Florida 33172

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.
1390 Brickell Avenue, Suite 280
Miami, Florida 33131

ARTICLE V - MANAGEMENT

This limited liability company shall be managed by one manager who must consent to all actions taken as required. The name and address of the manager who shall serve as such until her successor is elected and qualified are as follows:

Ana Paula Silva
10400 N.W. 33rd Street, Suite 270
Miami, Florida 33172

The manager shall have the powers as delegated to the manager by a majority vote of the member.

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP


The Member 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 1st day of January, 2004.



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

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 1st day of January, 2004.



William C. Lewis, Jr.

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