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LIMITED LIABILITY COMPANY

The Americas Group Technology Managers, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
THE AMERICAS GROUP TECHNOLOGY MANAGERS, L.L.C.**

These Articles of Organization of The Americas Group Technology Managers, L.L.C. (the "Company"), have been duly executed and are being filed by the undersigned member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is The Americas Group Technology Managers, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 550 Madruga Avenue, Suite #326, Coral Gables, Florida 33146.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its manager, as set forth in its Operating Agreement, and is therefore a manager-managed company.

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IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on
June 12, 2001.

The Americas Holding Group, Inc., Manager

By:


Howard Glick, Chairman and CEO

Signatures of a members or an authorized representative of the members

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

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is The Americas Group Technology Managers, L.L.C.
2. The name and Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
43rd Floor
Miami, Florida 33131

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 in Chapter 608, F.S.

Peninsula Registered Agents, Inc.

By: Debra Palmisano
Debra Palmisano, Vice President

Date: June 12, 2001

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