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LAW OFFICES OF DAVID S. COHEN, LC

5728 Major Boulevard
Suite 550
Orlando, FL 32819
Tel: 407-354-3420
Fax: 407-354-3840

VIA OVERNIGHT DELIVERY

October 24, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 25 PM 12:19
10/29

Re: Articles of Organization of Definitive Management Solutions, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for Definitive Management Solutions, LLC, this firm's check in the amount of \$125.00 to cover the filing fee, and a completed designation of registered agent form. Upon receipt of this package, please file the said documents immediately with the Secretary of State. Once filed please fax confirmation to (407) 354-3840 and return a receipt of filing to this office.

If you have any questions or need further information, please do not hesitate to contact our office at the above number. Thank you for your assistance with this matter.

Yours truly, 00004653610--8
-10/25/01--01071-011
****125.00 ****125.00

David S. Cohen

Enclosures

4p

ARTICLES OF ORGANIZATION
of
DEFINITIVE MANAGEMENT SOLUTIONS, LLC

a Florida Limited Liability Company

ARTICLE I – Name:

The name of this limited liability company is Definitive Management Solutions, LLC

ARTICLE II – Period of Duration:

The limited liability company's period of duration shall be perpetual, commencing on the date of filing of these Articles of Organization.

ARTICLE III – Registered Agent:

The initial registered office of the Limited Liability Company shall be 5728 Major Blvd Suite 550, Orlando, Florida 32819, and the name of the initial registered agent of the Limited Liability Company shall be David S. Cohen, Esquire.

ARTICLE IV – Principal & Mailing Address:

The principal and mailing address of the Limited Liability Company shall be P.O. Box 781089 Orlando, Florida 32878-1089.

ARTICLE V – Admission of Additional Member(s):

The Member(s) may admit new Member(s) in accordance with the Operating Agreement for the company.

ARTICLE VI – Member(s) Rights to Continue Business:

The right, if given, of the remaining member(s) of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be by unanimous written consent of all remaining member(s) or under a right to continue stated in the Operating Agreement of the company.

ARTICLE VII – Limitation on Agency Authority of Members:

No member of the Company shall be an agent of the Company solely by virtue of being a member, and member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

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ARTICLE VIII - Business Purpose and Powers:

The purpose of the limited liability company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with § 608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with § 608.404, Fla. Stat. From time to time the Member(s) may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulations.

ARTICLE IX - Management:

Unless otherwise stated in the Operating Agreement for the company, the management of the limited liability company's business and affairs shall be vested in the member(s).

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 24 day of October, 2001.

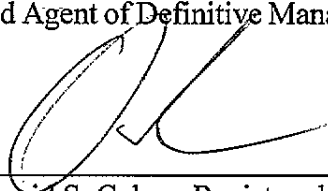


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
DEFINITIVE MANAGEMENT SOLUTIONS, LLC

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Definitive Management Solutions, LLC.



David S. Cohen, Registered Agent

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