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From:

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LIMITED LIABILITY COMPANY

Integrated Marketing and Management Services, LLC

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**ARTICLES OF ORGANIZATION
OF
INTEGRATED MARKETING AND MANAGEMENT SERVICES, LLC**

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ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be Integrated Marketing and Management Services, LLC (the "Company").

ARTICLE II

The mailing address and street address of the principal office of the Company is 417 Summit Ridge Place, #207, Longwood, Florida 32779.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and the Florida street address of the registered agent is Peter L. Keeley, Esq., Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

MANAGEMENT OF COMPANY BUSINESS

The Limited Liability Company is to be managed by one of its members and is therefore, a member-managed company.

FAX AUDIT# H0100012220465
Peter L. Keeley Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, FL 34108
(941) 514-1000
Florida Bar #0190616

FAX AUDIT# H0100012220465

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

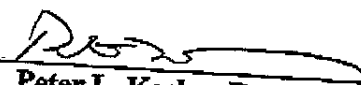
ARTICLE VII**AMENDMENTS**

These Articles may be amended from time to time only with the written consent of all the Members of the Company.

WITNESS, the hand of the undersigned authorized representative of the Managing Member and the Company this ___th day of December, 2001.


Peter L. Keeley
Authorized Representative

Having been named as registered agent to accept service of process for Integrated Management Services, LLC, at the place designated in these Articles of Organization, 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.


Peter L. Keeley, Esq.

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