DAVID M. GLASSBERG LORI H. GLASSBERG

OF COUNSEL: JAMES NEAL HUTCHINSON, JR.

November 30, 2001

(305) 669-9535 FAX (305) 669-0804

****125.80

****125.00

Secretary of State Division of Corporations

409 East Gaines Street Tallahassee, Florida 32399

RE: COMPASS MARKETING PARTNERSHIP, LLC.

Gentlemen:

L01-22451

two copies of the Enclosed please find Articles Organization for COMPASS MARKETING PARTNERSHIP, LLC. enclosed please find our check in the amount of \$125.00 made payable to the Secretary of State for filing fees of the above mentioned Limited Liability Company.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

DMG/bal enclosures

C:\LTR\Sec of State-Compass.wpd



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 12, 2001

DAVID M. GLASSBERG GLASSBERG & GLASSBERG, P.A. 13615 SOUTH DIXIE HWY, #114-514 MIAMI, FL 33176

SUBJECT: COMPASS MARKETING PARTNERSHIP, LLC

Ref. Number: W01000028458

We have received your document for COMPASS MARKETING PARTNERSHIP, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

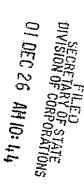
The name of a limited liability company cannot include the word "PARTNERSHIP," because this word is used by a different sort of entity. You are allowed to use the word "PARTNERS" but not "PARTNERSHIP."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers Document Specialist

Letter Number: 801A00065501



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: COMPASS MARKETING PARTNERS, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

434 N.E. 102nd Street Miami Shores, FL 33138 Attn: Melissa Frantz

ARTICLE III - Duration:

The period of duration for Limited Liability Company shall be Perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are

Melissa Frantz 434 N.E. 102nd Street Miami Shores, FL 33138

George Mills 434 N.E. 102nd Street Miami Shores, FL 33138

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

Dated: November 30, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for COMPASS MARKETING PARTNERS, LLC., a Limited Liability Company to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 30th day of November, 2001.

Melissa Frantz, Registered Agent

OI DEC 25 AM IO: LE