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ACQUIRE LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ACQUIRE LLC**

(Original Articles of Organization
filed with the Secretary of State of
the State of Florida on April 16, 2003)

Pursuant to Sections 608.411 and 608.407 of the Florida Limited Liability Company Act (the "Act"), the Articles of Organization of the undersigned limited liability company are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Company is **ACQUIRE INTERNATIONAL LLC.**

**ARTICLE II
ADDRESS**

The mailing address and principal business address of the Company is **1521 Alton Road, Suite 533, Miami Beach, FL 33139.**

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company is **2699 S. Bayshore Drive, 7th Floor, Miami, FL 33133**, and the name of the registered agent of the Company at that address is **Corpco, Inc.**

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ARTICLE IV
DURATION AND EFFECTIVE DATE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

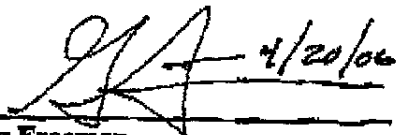
ARTICLE V
MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by two (2) Managers. The Managers shall hold the office and have the responsibility accorded to them by the members and set out in the operating agreement. The name and address of the initial Managers are:

Greg Freeman
1521 Alton Road, Suite 533
Miami Beach, FL 33139

Adriana Moya
1521 Alton Road, Suite 533
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto set his hand and seal this 20 day of April, 2006.



Greg Freeman
Authorized Representative of Member

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 20 day of April, 2005.

Corpeco, Inc.

By: 

Name: MARC L. FAUST

Title: Vice President

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