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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**  
**M2P IT CONSULTING AND SERVICES USA LLC**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
M2P IT CONSULTING AND SERVICES USA LLC**

**ARTICLE I**

**Name**

The name of this limited liability company is M2P IT CONSULTING AND SERVICES USA LLC (hereinafter "the Company").

**EFFECTIVE DATE**

**8-18-03**

**ARTICLE II**

**Address**

The principal street and mailing address of the Company is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**Duration**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**Initial Registered Office and Agent**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

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**ARTICLE V**

**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies shall be created under § 608.404, Fla. Stat., as amended and supplemented.

**ARTICLE VI**

**Organizer & Authorized Representative**

The name and street and mailing address of the person signing these Articles as Organizer is:

Albert J. Lazo, Esq.  
Richards and Polansky, P.A.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

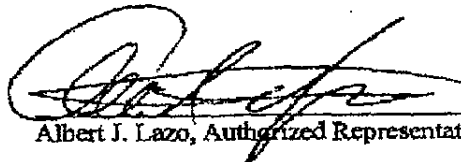
**ARTICLE VII**

**Management**

The Company will be managed by at least (1) manager and is, therefore, a manager-managed company. The following person shall be the initial manager:

David Ploog  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133.

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

  
Albert J. Lazo, Authorized Representative

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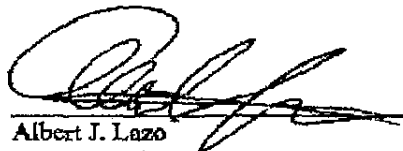
**ARTICLE VIII**

**Effective Date**

These Articles of Organization shall be effective as of August 18, 2003.

**ORGANIZER**  
**AND**  
**AUTHORIZED REPRESENTATIVE**


IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 21 day of August 2003.

  
Albert J. Lazo

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer and Authorized Representative, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

21st SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this day of August, 2003.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:

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Magdalena Hinojosa  
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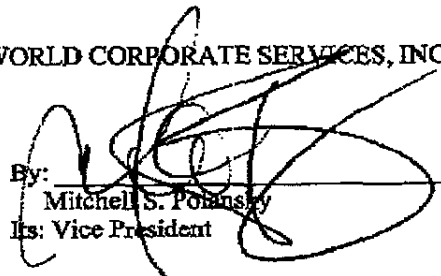
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**ACCEPTANCE OF REGISTERED AGENT**

I **HEREBY ACCEPT** this appointment of, and designation as registered agent for service of process within the State of Florida M2P IT CONSULTING AND SERVICES USA LLC named in the Articles of Organization hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 21 day of August 2003.

WORLD CORPORATE SERVICES, INC.

By:   
Mitchell S. Polansky  
Its: Vice President

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WORLD CORPORATE SERVICES, INC.  
1000 N. W. 10th Ave.  
Suite 1000  
Fort Lauderdale, FL 33311