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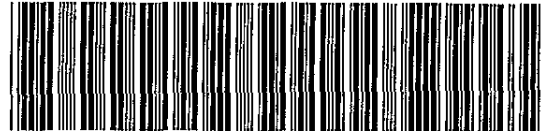
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TALLAHASSEE, FLORIDA

THE STRATEGIC COUNSEL, L.C.

◆ ATTORNEYS & COUNSELLORS AT LAW ◆

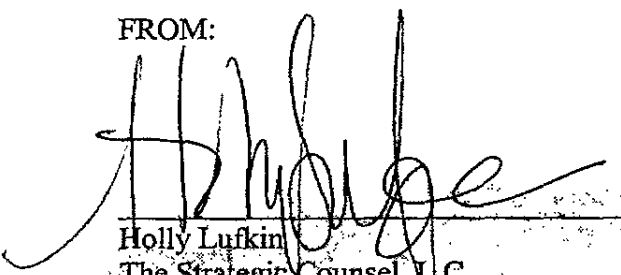
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

SUBJECT: Proven Marketing Works, LLC.

Enclosed are an original and one copy of the Articles of Organization and a Designation and Acceptance of Registered Agent for a Florida Corporation.

(✓) \$125.00
Filing Fee

FROM:


Holly Lufkin
The Strategic Counsel, L.C.
4805 West Laurel Street, Suite 230
Tampa, Florida 33607

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TALLAHASSEE, FLORIDA

TAMPA OFFICE: 4805 WEST LAUREL STREET ◆ SUITE 230 ◆ TAMPA, FLORIDA 33607

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**ARTICLES OF ORGANIZATION
OF
PROVEN MARKETING WORKS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Proven Marketing Works, ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company: 16132 Armistead Lane, Odessa, FL 33556.

ARTICLE III -- DURATION

The company shall commence its existence on August 29, 2003. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Steven P. Riley, 4805 West Laurel Street, Suite 230, Tampa, FL 33607.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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CLERK OF DISTRICT COURT

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE VII – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

1. Clarence Elton Rowland, III, 16132 Armistead Lane, Odessa, FL 33556.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 16132 Armistead Lane, Odessa, FL 33556, on August 29, 2002.

Steven P. Riley for The Strategic Counsel, L.L.C.

Clarence Elton Rowland III
Clarence Elton Rowland, III.

Sworn to and subscribed before me this 29th day of August, 2003, by

[Signature]
Notary Public – State of Florida

Personally Known
OR
Produced Identification

Type of Identification Produced _____
(Seal)



Meloney Chevis
My Commission DD133824
Expires August 25, 2005

CLERK OF THE
SOLICITOR GENERAL
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

I, Steven P. Riley, hereby accept designation as Registered Agent on this day of August 2003.



Steven P. Riley

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared Steven P. Riley, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 29
August, 2003.


Melaney Chavis
Notary Public in and for the
State of Florida

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TALLAHASSEE, FLORIDA
FILED

My Commission Expires:
August 25, 2006



Melaney Chavis
My Commission DD133824
Expires August 25, 2006