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LIMITED LIABILITY COMPANY

ROTH MANAGEMENT, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
ROTH MANAGEMENT, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is ROTH MANAGEMENT, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2315 Northwest 66th Drive, Boca Raton, Florida 33498

ARTICLE III - DURATION

The Company shall terminate on December 31, 2024, unless sooner dissolved as required by statute.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the member(s) of the Company, in accordance with the Company's Operating Agreement (the "Operating Agreement").

ARTICLE V - ADOPTION OF OPERATING AGREEMENT

The initial member shall have the right and power to adopt, alter, amend or repeal the Operating Agreement of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law.

Stuart A. Rader, Esq.
2101 NW Boca Raton Blvd
Boca Raton, FL 33431
561-368-0545/Tax 561-367-1725
Fl. Bar No: 352047

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members of the Company may be admitted by the member(s) in the manner specified from time to time in the Company's Operating Agreement.

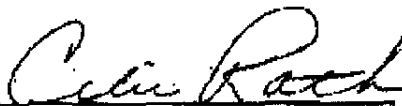
ARTICLE VII - REGISTERED AGENT

The Florida street address of the initial registered office of the Company is 2315 Northwest 66th Drive, Boca Raton, Florida 33498 and CELIA ROTH is the initial registered agent of the Company at that address.

ARTICLE VIII - DATE OF EXISTENCE

The existence of the Company shall commence on the date of filing these Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization effective on this 25 day of February, 2004.


CELIA ROTH
Sole Member

Stuart A. Rader, Esq.
2101 NW Boca Raton Blvd
Boca Raton, FL 33431
361-368-0545/fax 361-367-1725
FL Bar No: 352047

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
ROTH MANAGEMENT, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ROTH MANAGEMENT, L.L.C.
2. The name and the Florida street address of the registered agent is:

CELIA ROTH
2315 Northwest 66th Drive
Boca Raton, Florida 33498

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


CELIA ROTH

2-25-, 2004

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