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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

ProQuest Marketing, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PROQUEST MARKETING, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **ProQuest Marketing, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V
MANAGEMENT

The Company shall be manager-managed limited liability company in accordance with the Operating Agreement adopted by all of the members.

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**ARTICLES OF ORGANIZATION
OF PROQUEST MARKETING, LLC
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**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an Operating Agreement pertaining to the regulation, management, and other affairs of the Company.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602, and the name of its initial registered agent is Raymond G. Boorjian. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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**ARTICLES OF ORGANIZATION
OF PROQUEST MARKETING, LLC
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**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **ProQuest Marketing, LLC**. These Articles of Organization may be amended from time to time by consent of the members in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28th day of July, 2004.


Raymond B. Boorajian, Authorized Representative

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**ARTICLES OF ORGANIZATION
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **ProQuest Marketing, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 28th day of July, 2004.

By: 

Raymond G. Boorajian

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