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Florida Department of State
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L. SELLERS

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To:

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EXAMINER

From: Carrie L. Ramos, Paralegal - please fax confirmation to (407) 244-5690

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : 120010000078
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
NFOCUS INTERACTIVE, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

NFOCUS INTERACTIVE, LLC (the "Company") filed its original Articles of Organization with the Florida Department of State on December 3, 2004 (the "Original Articles") and was assigned document number L04000087422. These Amended and Restated Articles of Organization were duly adopted by the Managing Members of the Company and were prepared in accordance with Section 608.411, *Florida Statutes*.

ARTICLE I - Name:

The name of the Limited Liability Company is:

NFOCUS INTERACTIVE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

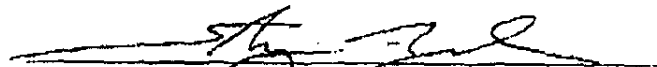
37 N. ORANGE AVENUE
SUITE 616
ORLANDO, FL 32801

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

STERLING M. RAPHAEL
155 S. COURT AVENUE #1515
ORLANDO, FL 32825

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 as provided for in Chapter 608, F.S.


REGISTERED AGENT'S SIGNATURE

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Article IV – Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a “manager–managed” limited liability company.

Article V - Managers:

The name and address of each Manager is as follows:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
MANAGER	STERLING M. RAPHAEL 155 S. COURT AVENUE #1515 ORLANDO, FL 32825
MANAGER	DEREK GALLO 1333 SILVERTHORN DRIVE ORLANDO, FL 32825

In accordance with section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


MEMBER'S SIGNATURE

STERLING M. RAPHAEL
Typed or printed name of signer

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