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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

RSG Partners, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
RSG PARTNERS, L.L.C.**

A Florida Limited Liability Company

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

RSG Partners, L.L.C.

ARTICLE II — Address:

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

4270 Promenade Way, Suite 226
Marina Del Ray, California 90292

ARTICLE III — Registered Agent:

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

Lina Angelici, Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 2600
Tampa, Florida 33602

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ARTICLE IV — Management:

The Company is to be managed by its manager or managers, and is therefore a manager-managed limited liability company.

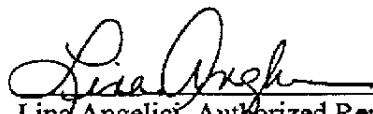
ARTICLE V — Operating Agreement:

Any Operating Agreement (as defined in Section 608.402(24) of the Florida Limited Company Act), relating to this Limited Liability Company must be in writing and signed by all of the members.


ARTICLE VI — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 10th day of December 2004.


Lina Angelici, Authorized Representative

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


Lina Angelici

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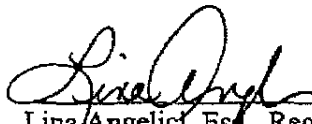
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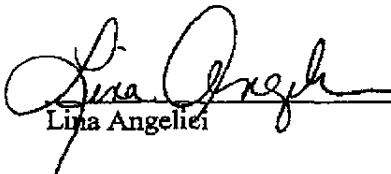
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for RSG PARTNERS, L.L.C. at the place designated in this statement below. 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 under Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, I have signed this Statement Accepting Appointment as Registered Agent this 10th day of December 2004.


Lina Angelici, Esq., Registered Agent
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 2600
Tampa, Florida 33602

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


Lina Angelici

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