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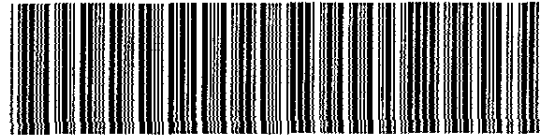
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TALLAHASSEE  
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**CRAMER, PRICE & de ARMAS, P.A.**  
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32804

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OF COUNSEL: PHILIP A. THARP  
1939-2003

February 11, 2005

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Capital Acquisition Partners, LLC

To Whom It May Concern:

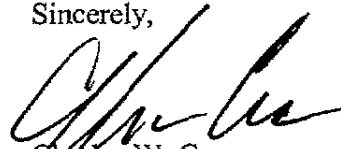
I am enclosing herewith the following items regarding the filing of the Articles of Organization of the above referenced Limited Liability Company, to wit:

1. Original and one copy of Articles of Organization;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$155.00.

Please file these documents on our behalf and remit the Certificate to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



Charles W. Cramer

CWC/dmm  
Enclosures  
Cc: Capital Acquisition Partners, LLC (w/encl.)

**ARTICLES OF ORGANIZATION**  
**OF**  
**CAPITAL ACQUISITION PARTNERS, LLC**

The undersigned members of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a Limited Liability Company for profit under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I: NAME**

The name of this Limited Liability Company shall be Capital Acquisition Partners, LLC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office and mailing address of this Limited Liability Company shall be located at 320 SE 3<sup>rd</sup> Street, Apt. D8, Gainesville, Florida 32601.

**ARTICLE III: DURATION**

The Limited Liability Company's period of duration is perpetual.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Limited Liability Company at that address is Charles W. Cramer.

**ARTICLE V: MANAGEMENT**

The members or their appointees shall manage this Limited Liability Company.

**ARTICLE VI: ADDITIONAL MEMBERS**

New members of this Limited Liability Company may only be admitted by the unanimous

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consent of the existing members. A member of this Limited Liability Company is prohibited from transferring his/her interest in this Limited Liability Company to any third parties, unless the other members unanimously agree to the transfer.

**ARTICLE VII: LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

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

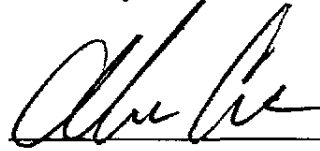
**ARTICLE VIII: INITIAL MEMBERS**

The initial members of the LLC are:

Jonathan C. Bonnette  
320 SE 3<sup>rd</sup> Street  
Apt. D8  
Gainesville, Florida 32601

Frederik J. Easterly  
31 Baroness Lane  
La Gunga Niguel, California 92677

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the members and acknowledged them to be my act this 11<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
Charles W. Cramer, Esq.

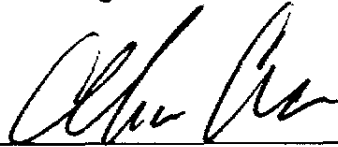
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 908.415 or 608.507, of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Limited Liability Company is Capital Acquisition Partners, LLC.
2. The name and address of the registered agent and office is

Charles W. Cramer, Esq.  
1411 Edgewater Drive  
Suite 200  
Orlando, Florida 32804

Having been named as registered agent, and to accept service of process for the above stated Limited Liability Company at the place designated above, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.



Charles W. Cramer  
Registered Agent

Date: February 11, 2005