

04/12/2005 08:41

OSBORNE & OSBORNE LLP

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LIMITED LIABILITY COMPANY

Compass Institutional Marketing, L.L.C.

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ARTICLES OF ORGANIZATION
of
COMPASS INSTITUTIONAL MARKETING, L.L.C.

The undersigned, being a duly authorized person, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I
DURATION

Compass Institutional Marketing, L.L.C. shall exist perpetually or until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

ARTICLE II
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Compass Institutional Marketing, L.L.C., and its principal and mailing office shall be located at 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of Compass Institutional Marketing, L.L.C. is 798 So. Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the company's initial registered agent at that address is Linda O. MacLaren.

ARTICLE IV
MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V
PURPOSES AND POWERS

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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Executed by the undersigned at Boca Raton, Palm Beach County, Florida on the
11th day of April, 2005.

COMPASS INSTITUTIONAL MARKETING, LLC.
a Florida limited liability company

By: 
Richard Gagnon, Manager

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


Linda O. MacLaren

Dated: April 11, 2005

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