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LIMITED LIABILITY COMPANY

cpsm holdings, llc

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 6, 2005

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SUBJECT: CPSM HOLDINGS, LLC
REF: W05000027824

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

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ARTICLES OF ORGANIZATION

OF

CPSM HOLDINGS, LLC

The undersigned files these Articles of Organization in order to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: **CPSM HOLDINGS, LLC.**

ARTICLE II
ADDRESS

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

11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

Frank J. Segredo, Esquire
SEGREDO & WEISZ, Attorneys at Law
9350 South Dixie Highway, Suite 1500
Miami, Florida 33156- Tel. (305) 448-7023 Fax (305) 648-3883
Fl. Bar No. 358010

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ARTICLE III
**REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE**

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

Jim Puente CPA
11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

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.


By: Jim Puente CPA

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by, and shall therefore be a manager-managed company:

Jim Puente
11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

Michael E. Stein
11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

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Stephen R. Chepenik
11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

Peggy Machicek
11120 N. Kendall Drive
Suite 200
Miami, Florida 33176

IN WITNESS WHEREOF the undersigned, being and constituting the Managers of CPSM HOLDINGS, LLC, do hereby execute and file these Articles of Organization and declare and certify that the facts herein stated are true this 1st day of June, 2005.



Jim Fuente, Manager



Michael E. Stein, Manager



Stephen R. Chepenik, Manager



Peggy Machicek, Manager

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