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DATE: 06-20-05

NAME: GENESIS EQUITY PARTNERS LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

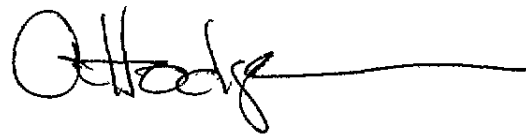
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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



## **ARTICLES OF ORGANIZATION**

### **Article I. Name**

The name of this Florida Limited Liability Company is:

GENESIS EQUITY PARTNERS LLC

### **Article II. Address**

The Company's street and mailing address is:

**Kenneth Clinton  
Genesis Equity Partners LLC  
7900 Glades Road, Suite 420  
Boca Raton, FL 33434**

### **Article III. Registered Agent**

The name and Street Address of the Company's registered agent is:

**Florida Filing & Search Services, Inc.  
1333 North Duval Street  
Tallahassee, FL 32303**

### **Article IV. Transferability of Membership Interests**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Registered Agents Ltd.  
1220 North Market Street, Suite 804  
Wilmington, DE 19801  
800-441-5940

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Article V. Management

This will be a member-managed company. The name and address of the initial member(s) is:


**Gary L. Wolfson, 7900 Glades Road, Boca Raton, FL 33434**

**Kenneth L. Clinton, 7900 Glades Road, Boca Raton, FL 33434**

Article VI. Company Existence

The Company's existence shall begin effective upon filing of this document.

The undersigned authorized representative of a member executed these Articles of Organization on June 20, 2005.

  
Nicole Saunders  
Authorized Representative

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY

GENESIS EQUITY PARTNERS LLC

**REGISTERED AGENT/OFFICE**

**Florida Filing & Search Services, Inc.  
1333 North Duval Street  
Tallahassee, FL 32303**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate.  
I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: 06/20/05

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