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ACCOUNT NO. : 072100000032

REFERENCE : 562131 121767A

AUTHORIZATION : Patricia Pyzytz

COST LIMIT : $ 155.00

ORDER DATE : August 25, 2005

ORDER TIME : 9:12 AM

ORDER NO. : 562131-005

CUSTOMER NO: 121767A

CUSTOMER: Brad K. Saunders, Esq.
Karp & Genauer, P.a.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: DMS ACQUISITION LLC

EFFECTIVE DATE:

_______ ARTICLES OF INCORPORATION
_______ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_______ PLAIN STAMPED COPY
_______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951
EXAMINER'S INITIALS: ___________

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ARTICLES OF ORGANIZATION

OF

DMS ACQUISITION LLC

ARTICLE I

The name of the limited liability company formed hereby is DMS ACQUISITION LLC (the "Limited Liability Company").

ARTICLE II

The existence of the Limited Liability Company shall be perpetual.

ARTICLE III

The mailing address and street address of the principal office of the Limited Liability Company shall be as follows:

2601 NE 2nd Avenue, Suite 5C
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and its street address in the State of Florida are as follows:

Alhambra Registered Agents, Inc.
2 Alhambra Plaza
Suite 1202
Coral Gables, Florida 33134

ARTICLE V

The Limited Liability Company shall be manager-managed.

Dated: August 23, 2005

Brad K. Saunders, as authorized representative of a Member

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared Brad K. Saunders, as authorized representative of a Member of DMS Acquisition LLC, who is personally known to me, or who produced ______________________ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 23rd day of August, 2005.

Notary Public
Print Name: LINDA C KERR
My Commission expires:__________

Linda C Kerr
My Commission DD048083
Expires December 01 2008

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is DMS Acquisition LLC.

2. The name and address of the Registered Agent and Office is:

Alhambra Registered Agents, Inc.
2 Alhambra Plaza, Suite 1202
Coral Gables, Florida 33134

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the Certificate, the Alhambra Registered Agents, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity. Alhambra Registered Agents, Inc. further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

Dated: August 23, 2005

Alhambra Registered Agents, Inc., a Florida corporation

By: Joel J. Karp

Name: Joel J. Karp
Title: President