

DEC 11 2007 1:04 PM

TRENAM KEMKER

NO. 9100 P. 1

Florida Department of State  
Division of Corporations  
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Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.  
Account Number : 076424003301  
Phone : (813) 223-7474  
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*[Handwritten Signature]*

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**IMAGEWORKS INTERNATIONAL, LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**IMAGEWORKS INTERNATIONAL, LLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

IMAGEWORKS INTERNATIONAL, LLC

**ARTICLE II**

**Principal Office and Mailing Address**

The street address of the principal office of the Company shall be:

755 123<sup>rd</sup> Avenue  
Treasure Island, Florida 33706

The mailing address of the Company shall be:

755 123<sup>rd</sup> Avenue  
Treasure Island, Florida 33706

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 755 123<sup>rd</sup> Avenue, Treasure Island, Florida 33706, and the initial registered agent of the Company at such office shall be Alvin A. Bennati, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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**ARTICLE IV****Business and Purpose**

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

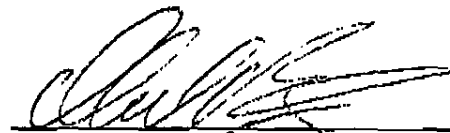
**ARTICLE V****Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the member(s) of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

**ARTICLE VI****Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Alvin A. Bennett, Jr.  
Authorized Representative of a Member

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**IMAGEWORKS INTERNATIONAL, LLC  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 11<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
Alvin A. Bennati, Jr.

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