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# ROBERT S. WISE, P.A.

Attorney at Law

1205 West Fletcher Suite A Tampa, Florida 33612 Telephone (813) 968-8668 Telecopy (813) 968-8686

July 29, 2008

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: FRESH START CONSULTANTS OF AMERICA, LLC

Articles of Organization

Gentlemen:

Enclosed please find a copy of your letter of July 2, 2008 together with an original and one (1) copy of the Articles of Organization in the above referenced matter. Please process same and advise me accordingly.

Very truly yours,

Robert S. Wise, P.A.

RSW/dg · •

Enclosure(s)

33.

#### ARTICLES OF ORGANIZATION

#### OF

## FRESH START CONSULTANTS OF AMERICA, LLC

The undersigned authorized representative 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:

FRESH START CONSULTANTS OF AMERICA, LLC

#### ARTICLE II

## Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

2102 West Cass Street, 1st Floor Tampa, FL 33606

## **ARTICLE III**

## Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1205 W. Fletcher Avenue, Suite A, Tampa, Florida 33612, and the initial registered agent of the Company at such office shall be Robert S. Wise. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE IV

## 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 members 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.

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#### ARTICLE V

# Management of the Company

The management of the Company shall be vested in its managers. Accordingly, the Company shall be a manager-managed company.

#### ARTICLE VI

## <u>Members</u>

The name and address of the initial members of the Company are:

MICHAEL J. GOETZ 2102 West Cass Street, 1st Floor Tampa, FL 33606

> ANTONIO M. PAREDES 13700 5<sup>th</sup> Street North Suite 203 Clearwater, FL 33760

MARK J. SPENCE 13700 5<sup>th</sup> Street North Suite 203 Clearwater, FL 33760

ROBERT S. WISE 1205 W. Fletcher Avenue, Suite A Tampa, Florida 33612

## ARTICLE VII

# Amendment of Articles of Organization

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

# ARTICLE VIII

# Effective Date

The Effective Date of these Articles shall be the date of filing.

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

Authorized Representative

# FRESH START CONSULTANTS OF AMERICA, LLC

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the abovenamed 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 29 day of 50, 2008

Robert S. Wise, Registered Agent