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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO

August 3, 1998

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/06/98--01088--007  
\*\*\*337.50 \*\*\*337.50

In re: Articles of Organization of  
ROI Capital, L.L.C.

Dear Sir:

Enclosed herewith are the Articles of Organization for the above named limited liability company together with an Affidavit relating to capitol contributions. We have also enclosed a check in the amount of \$337.50 to cover the filing fee and a certified copy of the Articles of Organization.

If you have any questions, please call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

*Robert O. Rogers*  
Robert O. Rogers

ROR:jiw  
Enclosures  
a/s

U98-1537  
U98-1820

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Suff Aff.

Name	Availability
Document Examiner	Updater
Updater	Verifier
Approval Agent	W. P. Verifier

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 10, 1998

ROBERT O. ROGERS  
ROGERS, BOWERS, DEMPSEY AND PALADINO  
505 S. FLAGLER DR., suite 1330  
WEST PALM BEACH, FL 33401

SUBJECT: ROI CAPITAL, L.L.C.  
Ref. Number: W98000018020

We have received your document for ROI CAPITAL, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 598A00041427

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**ARTICLE OF ORGANIZATION  
OF  
ROI CAPITAL, L.L.C.**

**ARTICLE I - NAME**

The name of the limited liability company is "ROI Capital, L.L.C.".

**ARTICLE II - DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the limited liability company is 12141 Tumbleweed Court, West Palm Beach, Florida 33414.

**ARTICLE IV - REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is Raymond F. O'Toole, 12141 Tumbleweed Court, West Palm Beach, Florida 33414.

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**ARTICLE V - ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company with the approval of the member or members having a majority of the capital accounts of the company.

**ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining members of the company shall have the right to continue its business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this company.

**ARTICLE VII - MANAGEMENT**

The limited liability company is to be managed by a Management Committee consisting of two or more members as determined by the members. The names and addresses of the managers who are to serve as such until the first annual meeting of members or until their successors are elected and qualify, are:

Raymond F. O'Toole  
12141 Tumbleweed Court  
West Palm Beach, FL 33414

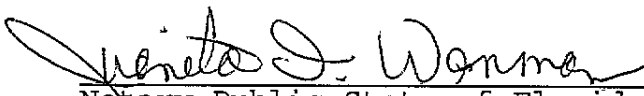
Barbara A. O'Toole  
12141 Tumbleweed Court  
West Palm Beach, FL 33414

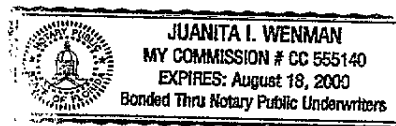
IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 13<sup>th</sup> day of July, 1998.

  
Raymond F. O'Toole

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of July, 1998 by Raymond F. O'Toole, who is either personally known to me or who has produced his driver's license as identification.

  
Notary Public State of Florida  
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, ROI Capital, L.L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Raymond F. O'Toole, whose address is 12141 Tumbleweed Court, West Palm Beach, Florida 33414, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: July 13<sup>th</sup>, 1998

  
\_\_\_\_\_  
Raymond F. O'Toole

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AFFIDAVIT

Before me, personally appeared Raymond F. O'Toole, who is a manager and member of ROI Capital, L.L.C., a Florida limited liability company (Company) who, upon being sworn, certifies as follows:

1. Company will have two members upon its organization.

2. The amount of cash contributed by the persons who are members of the Company at the time of its organization is as follows:

Raymond F. O'Toole	\$1,000
Barbara A. O'Toole	\$1,000

No property other than cash will be contributed.

3. It is not anticipated that any additional amount of capital will be contributed by the members.


Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

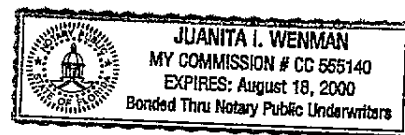
  
Raymond F. O'Toole

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STATE OF FLORIDA     )  
                              )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this  
18<sup>th</sup> day of August, 1998 by Raymond F. O'Toole, who is either  
personally known to me or who has produced his driver's license  
as identification.

  
\_\_\_\_\_  
Notary Public State of Florida  
My Commission Expires:



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