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TO 7505#22222#22222 P.01/28

Page 1 of 1

Florida Department of State
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LIMITED LIABILITY COMPANY
PRODUCT BRAND MANAGER ASSOCIATION, LLC

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PRODUCT BRAND MANAGER ASSOCIATION, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **PRODUCT BRAND MANAGER ASSOCIATION, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the written agreement of a majority of membership interests as determined by initial capital accounts.

THIS INSTRUMENT WAS PREPARED BY:

Steven H. Hagen, Esq.
Fla. Bar No.: 310743
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

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ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

Dennis Glavin	c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
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Stephen Rayfield	c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
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Such Managers shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

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ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 21st day of May, 1999.



Steven H. Hagen
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Steven H. Hagen, Vice President

Dated: May 21, 1999

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, Steven H. Hagen, a duly authorized representative of a member of **PRODUCT BRAND MANAGER ASSOCIATION, LLC**, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of **PRODUCT BRAND MANAGER ASSOCIATION, LLC**, a Florida limited liability company (the "Company");
2. That the Company has at least two members;
3. That the members of the Company have contributed \$100.00 to the capital of the Company; and
4. That the members of the Company are expected to contribute \$40,000 as additional capital to the Company.
5. That the agreed value of property other than cash contributed by the members is \$0.

And further affiant sayeth not.



Steven H. Hagen
Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 21st day of May, 1999, by Steven H. Hagen, who is personally known to me and who did not take an oath.



Kim M. Lucas
MY COMMISSION # 00590899 EXPIRES
October 8, 2000
BONDED THIRD PARTY FARM INSURANCE, INC.



Notary Public—State of Florida

Print Notary Name: Kim M. Lucas
My Commission Number is: 00590899
My Commission Expires: 10-8-00

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