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ACCOUNT NO. : 072100000032

REFERENCE : 751627 81528A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 160.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL - 3 PM 3:41

ORDER DATE : June 30, 2000

ORDER TIME : 1:59 PM

ORDER NO. : 751627-020

900003312139--4

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen
Kenneth F. Oswald, Esq

Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC FILING

NAME: VANGUARD PARTNERS II, LLC

EFFECTIVE DATE: (3)

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL - 3 PM 3:15

RECEIVED

Handwritten initials: MK 7/3

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 3:47

ARTICLE I - Name:

The name of the Limited Liability Company is:

VANGUARD PARTNERS II, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1706 South Semoran Boulevard, Suite 110, Apopka, Florida 32705

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)
Tallahassee FL 32301
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Lynette Coleman
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Lynette Coleman
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lynette Coleman
Typed or printed name of signer

FILING FEES:


- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)

FILED IN STALLS
SECRETARY OF CORPORATIONS
00 JUL -3 PM 3:47

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of VANGUARD PARTNERS II, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 3rd day of July, 2000.

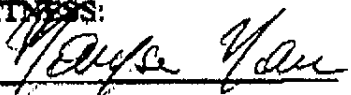


Signature

Ronald J. Liss

Print Name of Signer

WITNESS:



Signature

MARYSE NAY
Print Name of Witness

WITNESS:



Signature

Silvia Fernandez
Print Name of Witness