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ACCOUNT NO. : 072100000032

REFERENCE : 373965 7122935

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ 125.00

ORDER DATE : February 14, 2002

ORDER TIME : 12:25 PM

ORDER NO. : 373965-005

CUSTOMER NO: 7122935

000004931190--5

CUSTOMER: Ms. Robin Gordon
Law Offices Of Michael Lapat

Suite 311
3300 University Drive
Coral Springs, FL 33065

DOMESTIC FILING

NAME: PHOENIX ASSET MANAGEMENT, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
EXAMINER'S INITIALS:

02 FEB 15 PM 1:49

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 15 PM 3:58

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: PHOENIX ASSET MANAGEMENT, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
7820
~~2780~~ S. HOLIDAY DRIVE, SUITE #32L, SARASOTA, FL 34231

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.

Corporation Service Company
By: *Sylvia M. White*
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)

[Signature]
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.)

Dean Urick

Typed or printed name of signee

- 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)

RECEIVED
CORPORATION SERVICE COMPANY
TALLAHASSEE, FLORIDA
02 FEB 15 PM 3:58
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