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ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

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F. THOMAS HOPKINS  
DIRECT DIAL: (941) 953-8109  
E-MAIL: thopkins@icardmerrill.com

REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

May 23, 2002

Florida Department of State  
Attention: LLC Filing  
409 East Gaines Street  
Tallahassee, FL 32399

5/30

RE: Expatriate Relocation LLC

CC

MJH

To Whom It May Concern:

Enclosed for filing, in duplicate, are Articles of Organization of Expatriate Relocation LLC, together with our check in the amount of \$155.00, representing the \$125.00 filing fee and \$30.00 for a certified copy of the articles.

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-05/30/02--01019--004  
\*\*\*155.00 \*\*\*155.00

Thank you for your assistance.

Sincerely,



F. Thomas Hopkins

FTH:lw  
Enclosures

FILED  
02 MAY 30 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
EXPATRIATE RELOCATION LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be EXPATRIATE RELOCATION LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address of the Company and the street address of the principal office of the Company shall be c/o F. Thomas Hopkins, 2033 Main Street, Suite 600, Sarasota, FL, 34237.

**ARTICLE III -- REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; Attention: F. Thomas Hopkins, 2033 Main Street, Suite 600, Sarasota, FL, 34237.

**ARTICLE IV -- MANAGEMENT**

The Company is to be a manager-managed company. The initial manager is Michael D. Grime.

**ARTICLE V -- OPERATING AGREEMENT**

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

The undersigned member [or authorized representative] has executed these Articles of Organization at Sarasota, Florida, on this 23rd day of May, 2002.

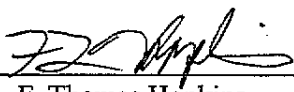
  
\_\_\_\_\_  
F. Thomas Hopkins, Its Authorized Representative

**FILED**  
02 MAY 30 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the registered agent appointed in the Articles of Organization of EXPATRIATE RELOCATION LLC, hereby accepts the appointment as registered agent and represents that the undersigned is familiar with, and accepts, the obligations of the registered agent position as provided for in the Florida Limited Liability Company Act.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By:   
F. Thomas Hopkins,  
its authorized agent

Registered Agent

F:\USERS\FTH\G\GRIME\LLC\ARTORG