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LIMITED LIABILITY COMPANY

FICOHSA FINANCIAL HOLDING, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION  
OF  
FICOHSA FINANCIAL HOLDING, LLC

ARTICLE I

The name of the limited liability company formed hereby is **FICOHSA FINANCIAL HOLDING, LLC** (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

1395 Brickell Avenue, 14th Floor  
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

John H. Friedhoff, Esq.  
1395 Brickell Avenue, 14th Floor  
Miami, Florida 33131

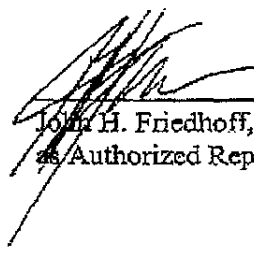
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ARTICLE V


The Limited Liability Company shall be manager-managed.


  
\_\_\_\_\_  
John H. Friedhoff,  
as Authorized Representative of the Members

STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

Before me personally appeared John H. Friedhoff, as Authorized Representative of the Members,  who is personally known to me, or  who produced \_\_\_\_\_ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 2nd day of February, 2005.

 Judith D. Rodman  
Commission # DD 057845  
Expires Oct. 18, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public  
Print Name: JUDITH D. RODMAN  
My Commission expires: 10/18/2005

Audit No. H 05000027840 3

PAGE 04/04  
2005 FEB -2 AM 8:51  
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TALLAHASSEE, FLORIDA

Audit No. H 05000027840 3


**CERTIFICATE OF DESIGNATION  
OF RESIDENT AGENT AND  
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

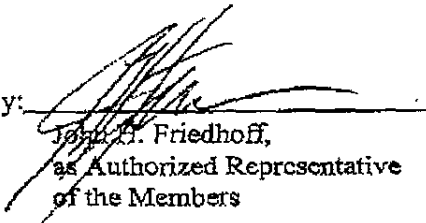
1. The name of the limited liability company is FICOHSA FINANCIAL HOLDING, LLC.
2. The name and address of the Registered Agent and Office is:

John H. Friedhoff, Esq.  
1395 Brickell Avenue, 14th Floor  
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

  
 \_\_\_\_\_  
 John H. Friedhoff, Registered Agent  
 Date: February 2, 2005

FICOHSA FINANCIAL HOLDING, LLC

By:   
 \_\_\_\_\_  
 John H. Friedhoff,  
 as Authorized Representative  
 of the Members

Audit No. H05000027840 3