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LIMITED LIABILITY COMPANY
QUALATRON LLC

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10/02/2000

**ARTICLES OF ORGANIZATION
OF
QUALATRON LLC**

The undersigned, being the 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 **QUALATRON LLC** "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

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

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. The initial Manager(s) of the Company shall be appointed by the Duly Authorized Representative of a Member as designated in these Articles of Organization.

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ARTICLE V

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 Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

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 VII

ADDITIONAL MEMBERS

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

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX

POWERS OF ATTORNEY

The Duly Authorized Representative of a Member as designated in these Articles of Organization and/or any Manager of the Company, acting individually, without further action by the Members of the Company, are hereby authorized to issue Powers of Attorney as he/she may consider necessary or desirable to protect the interest of the Limited Liability Company.

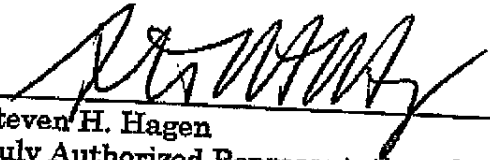
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ARTICLE X

INDEMNIFICATION

To the fullest extent permitted by law, all Members, Managers and the Duly Authorized Representative of a Member as designated in these Articles of Organization of the Limited Liability Company shall be indemnified and held harmless from and against any and all claims and demands whatsoever, pursuant to the Limited Liability Company Act, Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29th day of September, 2000.



Steven H. Hagen
Duly Authorized Representative of a
Member

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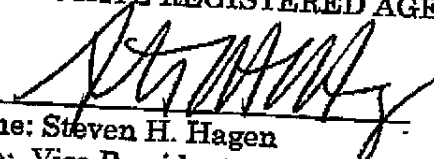
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **QUALATRON LLC** 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 acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 29th day of September, 2000.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

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