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Account Name : MORGAN LEWIS & BOCKIUS LLP
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LIMITED LIABILITY COMPANY

Hencorp Venture Partners III, L.L.C.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
HENCORP VENTURE PARTNERS III, L.L.C.**

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 is Hencorp Venture Partners III, L.L.C. (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is

777 Brickell Avenue
Suite 1010
Miami, Florida 33131.

**ARTICLE III
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are:

Raul Henriquez
777 Brickell Avenue
Suite 1010
Miami, FL 33131

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed company.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this
23rd day of December 2002.


RAUL HENRIQUEZ

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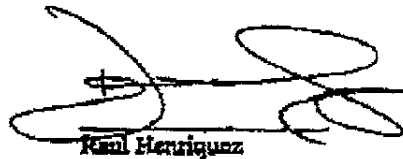
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Hancorp Venture Partners III, L.L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: December 23, 2002.

Registered Agent



Paul Henriquez

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