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FAX NO.

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Division of Corporations

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Florida Department of State

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Xeros Holdings LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR
XEROS HOLDINGS LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is:

XEROS HOLDINGS LLC

ARTICLE II - ADDRESS


The mailing address and street address of the principal office of the Limited Liability Company is:

109 South Bend Drive
Ponte Vedra Beach, FL 32082

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Michael S. Newman
109 South Bend Drive
Ponte Vedra Beach, FL 32082



Michael S. Newman
Authorized Representative of 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.)

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
XEROS HOLDINGS LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon XEROS HOLDINGS LLC, a limited liability company organized under the laws of the state of Florida, hereby accepts the appointment as such Registered Agent for the above-named limited liability company and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as Registered Agent as provided for in the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 109 South Bend Drive, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 14 day of September, 2005.



Michael S. Newman, Registered Agent