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**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 595513 105739A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 21, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 595513-005

CUSTOMER NO: 105739A

CUSTOMER: David P. Johnson, Esq
DAVID P. JOHNSON, ESQ
DAVID P. JOHNSON, ESQ
Suite 104
2201 Ringling Boulevard
Sarasota, FL 34237

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-02/21/00--01087--014
****155.00 ****155.00

DOMESTIC FILING

NAME: TAYLOR ASSET MANAGEMENT,
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 FEB 21 PM 12:51
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 21 PM 12:12
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF ORGANIZATION
OF
TAYLOR ASSET MANAGEMENT, LLC

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

ARTICLE I

The name of the limited liability company shall be TAYLOR ASSET MANAGEMENT, LLC (the "Limited Liability Company").

ARTICLE II

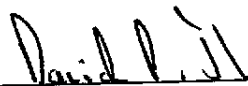
The mailing address of the principal office of the Limited Liability Company shall be 1885 Bougainvillea Street, Sarasota, Florida 34239. The street address of the principal office of the Limited Liability Company shall be 1885 Bougainvillea Street, Sarasota, Florida 34237.

ARTICLE III

The name and street address of the registered agent of the Limited Liability Company in the State of Florida is:

David P. Johnson
2201 Ringling Boulevard, Suite 104
Sarasota, FL 34247

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this 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 as provided in Chapter 608. Florida Statutes.



DAVID P. JOHNSON

ARTICLE IV

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

Dated: Feb. 18, 2000

David P. Johnson
DAVID P. JOHNSON
Authorized Representative
of a Member

APPROVED
BY
FEB 21 2001
OFFICE OF THE
CLERK OF THE
COURT
TAYLOR ASSET MANAGEMENT, LLC