

CORPORATE
ACCESS,
INC.

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250 East 6th Avenue • Tallahassee, Florida 32303

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DIVISION OF CORPORATIONS
FLORIDA STATE

1.) Henning / Trion Financial, L.C.
(CORPORATE NAME & DOCUMENT #)

2.)
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

④ 8/8/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Articles of Organization
Of
Henning/Trion Financial, L.C.

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DIVISION OF CORPORATIONS
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The undersigned, as the authorized representative of the initial members of Henning/Trion Financial, L.C., a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

Article I – Name

The name of this Company is:

Henning/Trion Financial, L.C.

Article II– Principal Office

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

5310 NW 33 Avenue
Suite 219
Fort Lauderdale, Florida 33309

Article III– Duration

The Company shall commence its existence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida. The Company shall have perpetual existence.

Article IV - Management

The Company shall be managed by one (1) or more Managers designated from time to time by the Members of the Company and is, therefore, a Manager-managed company. The name and address of the initial Managers are:

Jurgen A. Henning
12824 Yacht Club Circle
Ft. Myers, Florida 33919

Kenneth T. Barber
5310 NW 33 Avenue, Suite 219
Fort Lauderdale, Florida 33309

Article V – Admission of Additional Members

The Company may admit additional Members upon the unanimous approval of the existing Members of the Company.

Article VI – Limitation on Agency Authority of Members

No Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

Article VII – Registered Agent

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

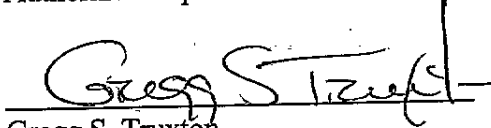
Bolaños, Truxton & Youngs, P.A.
12800 University Drive, Suite 240
Ft. Myers, Florida 33907

Article VIII – Amendment

These Articles of Organization may be amended or repealed upon the unanimous approval of then existing Members of the Company.

In Witness Whereof, the undersigned has executed the foregoing Articles of Organization as the authorized representative of the initial Members of the Company as of this 7 day of August, 2000.

Authorized Representative:


Gregg S. Truxton

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507, Florida Statutes:

Having been appointed registered agent of Henning/Trion Financial L.C., in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Bolaños, Truxton & Youngs, P.A.

By: 

Gregg S. Truxton
12800 University Drive, Suite 240
Ft. Myers, Florida 33907

Dated: August 7, 2000

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