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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7000
Fax Number : (904) 359-7712

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LIMITED LIABILITY COMPANY

Fusion Partners, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
FUSION PARTNERS, L.L.C.**

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The undersigned organizer, who is the authorized representative of the members of Fusion Partners, L.L.C. (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company (the "Company") is Fusion Partners, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 333 North 1st Street, Suite 205, Jacksonville Beach, Florida 32250.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the initial members of the Board of Managers, who shall serve as the Board of Managers of the Company until their successors are elected and qualified, are:

Rudy C. Theale, Jr.
333 N. First Street, Suite 205
Jacksonville Beach, Florida 32250

Paul Danner
333 N. First St., Suite 205
Jacksonville, Florida 32250

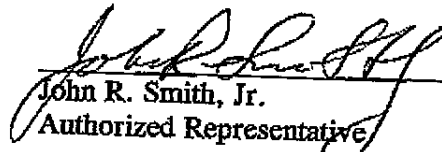
Christopher Liston
333 N. First Street, Suite 205
Jacksonville Beach, Florida 32250

Robert Hendricks
333 N. First Street, Suite 205
Jacksonville Beach, Florida 32250

James Sharp
333 N. First Street, Suite 205
Jacksonville Beach, Florida 32250

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IN WITNESS WHEREOF, the undersigned, who is the authorized representative of the members of Fusion Partners, L.L.C., has executed the foregoing Articles of Organization on the 8th day of January, 2001.


John R. Smith, Jr.
Authorized Representative

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Fusion Partners, L.L.C.
2. The name and the Florida street address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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, Smith Hulsey & Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Smith Hulsey & Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Smith Hulsey & Busey is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.
M. Richard Lewis, Jr.
Vice-President

Date: January 8, 2001

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