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Robert G. Clements
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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

January 24, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Article of Organization for Specialized Holdings, LLC

Dear Madame/Sir:

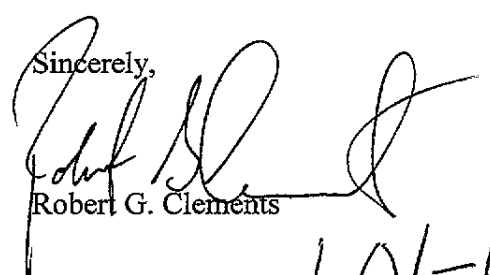
Enclosed please find the Articles of Organization for Specialized Holdings, LLC and money order for \$125.00 made payable to the Florida Department of State to cover the filing fee and registered agent fee.

Please accept the articles for filing and send me an acknowledgement of the filing.

Thank you for your assistance. Please contact me if you have any questions regarding this matter.

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-01/30/01--01007--004
****125.00 ****125.00

Sincerely,


Robert G. Clements

RGC/
Enclosures

LO1-1579
QR

**ARTICLES OF ORGANIZATION
OF
SPECIALIZED HOLDINGS, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is Specialized Holdings, LLC (the "Company").

**ARTICLE II
ADDRESS**

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

Specialized Holdings, LLC
c/o Robert G. Clements, Esquire
37 North Orange Avenue, Suite 500
Orlando, Florida

**ARTICLE III
DURATION AND CONTINUATION**

The Company's existence will commence upon the filing of these Articles with the Florida Department of State, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

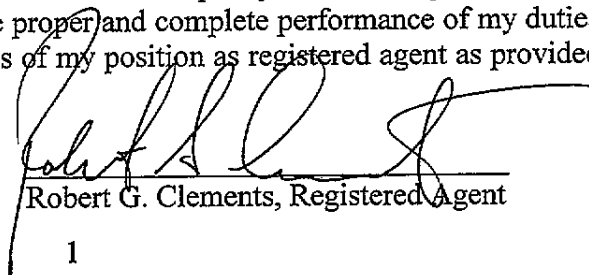
**ARTICLE IV
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The Company designates 37 North Orange Avenue, Suite 500, Orlando, Florida 32801, as the street address of the initial registered agent of the Company and Robert G. Clements as the initial registered agent at that address to accept service of process within this state.

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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Robert G. Clements, Registered Agent

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ARTICLE VI
ADDITIONAL MEMBERS

Additional members may be admitted as provided in the Company's Operating Agreement.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

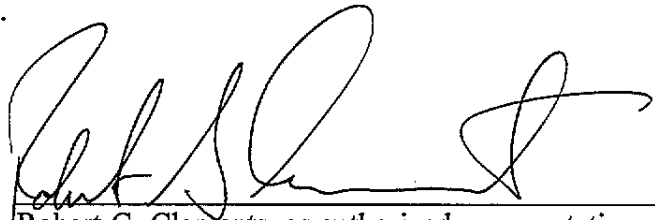
ARTICLE VIII
MANAGEMENT

The Company affairs will be conducted, carried on, and managed by one or more managers and is therefore a manager-managed company.

ARTICLE IX
OPERATION AGREEMENT

The power to adopt, alter, amend, or repel the Operating Agreement of the Company will be with the members of the Company.

Dated this 26th day of January, 2001.



Robert G. Clements, as authorized representative of member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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