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& TAYLOR  
ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III\*  
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MICHAEL J. SWAN  
OF COUNSEL

\*ALSO ADMITTED IN  
THE DISTRICT OF COLUMBIA

THE OAK POINT PROFESSIONAL CENTER  
5070 NORTH HIGHWAY A-1A  
SUITE 200  
VERO BEACH, FLORIDA 32963

February 2, 2001

TELEPHONE  
(561) 231-4440  
FACSIMILE  
(561) 231-4430

VIA FEDERAL EXPRESS

Florida Department of State  
ATTN: Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

900003633389--7  
-02/05/01--01107--011  
\*\*\*\*155.00 \*\*\*\*155.00

RE: Articles of Organization for RSP, LLC


Dear Sir/Madam:

Enclosed please find Articles of Organization as referenced above for filing. Also enclosed is a check in the amount of \$155.00 representing the filing fee of \$125.00 and \$30.00 for one certified copy of same.

I have enclosed a self-addressed, stamped envelope for your convenience in mailing the certified copy to me.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
A. Dawn Massarelli  
Legal Assistant

Enclosures

cc: Stuart C. Woodward, w/o enclosure  
Via Facsimile: 231-4992

LO1-1959  
or

**ARTICLES OF ORGANIZATION  
FOR  
RSP, LLC,  
a Florida Limited Liability Company**

**ARTICLE 1  
Name**

The name of the Limited Liability Company is:

"RSP, LLC"

**ARTICLE II  
Address**

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

4445 N. Highway A1A, Suite 233  
Vero Beach, FL, 32963.

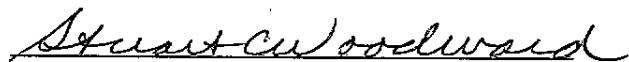
**ARTICLE III  
Registered Agent/Address**

The name and address of the registered agent is:

Stuart C. Woodward  
4445 N. Highway A-1-A, Suite 233  
Vero Beach, FL, 32963

FILED  
01 FEB -5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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, F.S.

  
Stuart C. Woodward

**ARTICLE IV**  
**Management**

The Limited Liability Company is to be managed by the members and the name and address of the sole member is:

Stuart C. Woodward  
4445 N. Highway A-1-A, Suite 233  
Vero Beach, FL, 32963

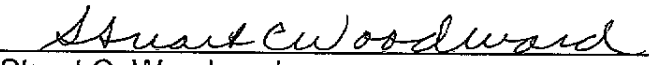
**ARTICLE V**  
**Additional Members**

Additional members may be admitted to the limited liability company upon the written consent of each of the members.

**ARTICLE VI**  
**Continuation of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, all of the remaining members may consent to continue the business.

Dated: January 31, 2001

  
Stuart C. Woodward

FILED  
01 FEB -5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA