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LAW OFFICES OF
JOHN STEMBERGER

A Professional Association

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Civil Trial Practice
Personal Injury & Wrongful Death
Commercial Litigation
Business Law

John T. Stemberger
Attorney & Counselor at Law
Lisa Shuck
Paralegal

January 29, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

RE: NIFTI Solutions, LLC

Dear Sir/Madam:

Enclosed please find the following:

1. An original and one (1) copy of the Articles of Organization for Florida Limited Liability Company.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Our firm's draft in the amount of \$125.00 which sum represents the filing fee for the Articles of Organization and the fee for Designation of Registered Agent.

Thank you for your cooperation in this matter and please do not hesitate to contact my office should require additional information.

Sincerely,

John Stemberger

JTS:ls
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – NAME:

The name of the Limited Liability Company is: NIFTI Solutions, LLC

ARTICLE II – ADDRESS:

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

507 North New York Avenue, Suite R-2
Winter Park, Florida 32792

ARTICLE III – REGISTERED AGENT:

The name and street address of the initial registered agent are:

John Stemberger, Esquire
4853 South Orange Avenue, Suite C
Orlando, Florida 32806

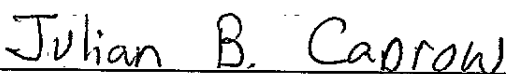
ARTICLE IV – MANAGEMENT:

The Limited Liability Company is to be managed by the members. As outlined in the Member Managed Operating Agreement.



Signature of a member or an authorized representative of a member

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



Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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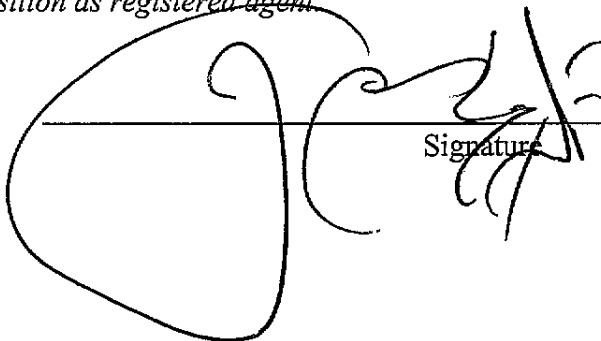
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: NIFTI Solutions, LLC.
2. The name and the Florida street address of the registered agent are:

John Stemberger, Esquire
4853 South Orange Avenue, Suite C
Orlando, Florida 32806

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature