

Division of Corporations

Page 1 of 2

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Florida Department of State  
Division of Corporations  
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Account Name : HACKNEY MILLER, P.A.  
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L01-6082

LIMITED LIABILITY COMPANY

O.P.M. Group, L.C.

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**ARTICLES OF ORGANIZATION  
OF  
O.P.M. GROUP, L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company shall be: O.P.M. GROUP, L.C.

**ARTICLE II  
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is 3300 PGA Blvd., Suite 810, Palm Beach Gardens, Florida 33410.

**ARTICLE III  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

**ARTICLE IV  
PURPOSE**

The Limited Liability Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

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#### **ARTICLE V MANAGEMENT**

The management of the Limited Liability Company shall be vested in the members, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

The initial members of the Limited Liability Company are: Peter V. DeSanctis, Raken Mekled, and Jason R. Owen, and the address for each member is 3000 PGA Blvd., Suite 810, Palm Beach Gardens, Florida 33410.

#### **ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

#### **ARTICLE VII AMENDMENT OF REGULATIONS**

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

#### **ARTICLE VIII TRANSFERABILITY OF MEMBER'S INTEREST**

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

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**ARTICLE IX  
WITHDRAWAL OR REDUCTION OF  
MEMBER'S CONTRIBUTIONS TO CAPITAL**

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

**ARTICLE X  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is: 2000 PGA Boulevard, Suite 4410, Palm Beach Gardens, Florida 33410. The initial registered agent for the Company shall be Donald W. Miller.

**ARTICLE XI  
COMMENCEMENT OF EXISTENCE**

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 19th day of April, 2001.

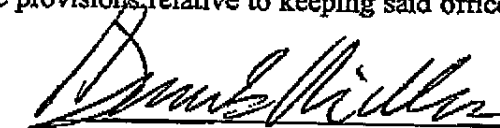
  
\_\_\_\_\_  
Peter DeSanctis, Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Donald W. Miller  
Registered Agent

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