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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

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EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

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H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

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(904) 356-7330

May 10, 2001

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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-05/11/01--01144--022

***125.00 ***125.00

Re: Articles of Organization
Exchange Intermediary Services, L.L.C.
Check for \$125.00

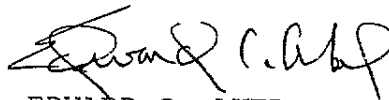
Dear Ladies and Gentlemen:

We enclose the referenced corporate instrument, in duplicate, together with our check in the amount of \$125 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosures

L01-7635
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FILED
MAY 11 PM 3:53
CLERK OF COURT
JACKSONVILLE

ARTICLES OF ORGANIZATION
OF
EXCHANGE INTERMEDIARY SERVICES L.L.C.

The undersigned, the authorized representative of a member, intending to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, hereby files these Articles of Organization and states:

ARTICLE I
NAME AND ADDRESS

The name of the Limited Liability Company is EXCHANGE INTERMEDIARY SERVICES L.L.C.

The principal office address and mailing address are:

Mailing Address

One Independent Dr., Suite 2301
Jacksonville, FL 32202

Principal Office

One Independent Dr., Suite 2301
Jacksonville, FL 32202

ARTICLE II
REGISTERED AGENT AND OFFICE

The name and street address of the Limited Liability Company's initial registered agent and office are:

EDWARD C. AKEL
One Independent Drive, Suite 2301
Jacksonville, Florida 32202

ARTICLE III
MANAGEMENT

The Limited Liability Company is to be a manager-managed company. The name and address of the manager who is to serve as manager until a successor or successors are elected and duly qualified are:

Holbrook, Akel, Cold, Stiefel & Ray, P.A., a Florida corporation, Florida Document Number 600279

Street Address: One Independent Drive, Suite 2301
Jacksonville, Florida 32202

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Mailing Address:

One Independent Drive, Suite 2301
Jacksonville, Florida 32202


ARTICLE IV
PURPOSE OF COMPANY

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE V
EFFECTIVE DATE AND DURATION

The Company shall be effective on filing with the Secretary of State of Florida and shall have perpetual duration.

SIGNED by the undersigned as the authorized representative of a member this 10th day of May, 2001.


EDWARD C. AKEL

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA

ACKNOWLEDGEMENT AND ACCEPTANCE
OF
REGISTERED AGENT
OF
EXCHANGE INTERMEDIARY SERVICES L.L.C.

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.


EDWARD C. AKEL

One Independent Drive, Suite 2301
Jacksonville, Florida 32202

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA