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May 16, 2001

State of Florida
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

5/22

500004287875--6
-05/22/01--01101--003
****125.00 ****125.00

Re: Orion Capital Partners, LLC

Dear Sirs:

Enclosed is an original and copy of Articles of Organization Orion Capital Partners, LLC. Please file the Articles and return a conformed copy to me. Our check in the amount of \$125.00 is enclosed in payment of the filing fees.

Thank you.

Very truly yours,
VIOLA, BENEDETTI & AZZOLINI, LLC

By: 

Thomas J. Benedetti

TJB:ki
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ORION CAPITAL PARTNERS, LLC

Under Section 608.407 of the Florida Statutes

ARTICLE I: The name of the limited liability company is:

Orion Capital Partners, LLC

ARTICLE II: The mailing address and street address of the principal office of the limited liability company is:

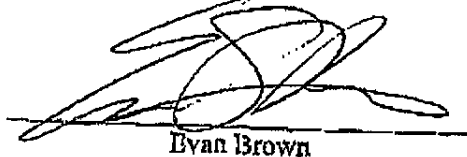
420 Lincoln Road
Suite 320
Miami, Florida 33139

ARTICLE III: The name and Florida street address of the registered agent are:

Evan Brown
420 Lincoln Road
Suite 320
Miami, Florida 33139

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.

Evan Brown



Evan Brown

ARTICLE IV: The limited liability company is to be managed by one manager or more manager and is, therefore, a manager-managed company.

ARTICLE V: The limited liability company may establish classes or groups of members having such relative rights, powers, preferences and limitations as the operating

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TALLAHASSEE, FLORIDA


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agreement may provide. The limited liability company may in the future create, in the manner set forth in the operating agreement, additional classes of members having such relative rights, powers, preferences and limitations as may from time to time be established pursuant to the operating agreement, including rights, powers, preferences, limitations and duties senior to existing classes of members.

IN WITNESS WHEREOF, the undersigned has hereunto signed these Articles of Organization this 16th day of May, 2001.

ORION CAPITAL PARTNERS, LLC

By:  _____
Thomas J. Benedetti
Organizer

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