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Division of Corporations

MARCIA H. LANGLEY, ESQ.
GREENBERG TRAUIG, PA.
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Boca Raton, Florida 33431
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LIMITED LIABILITY COMPANY

RSF OF JACKSONVILLE, LLC

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**ARTICLES OF ORGANIZATION
OF
RSF OF JACKSONVILLE, LLC**

ARTICLE I - Name

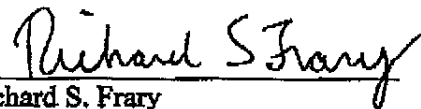
The name of the Limited Liability Company is **RSF OF JACKSONVILLE, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Tallwood Associates, Inc., 1350 Avenue of the Americas, Suite 1910, New York, New York 10019.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is One Boca Place, 2255 Glades Road, Suite 419A, Boca Raton, Florida 33431. The name of its initial registered agent at such office is Marcia Langley, Esq.



Richard S. Frary
Authorized Signor

Date: June 6, 2001

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.


Marcia H. Langley, Esq.

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