

DAVID A. FONTES, LL.M.

4200 WEST CYPRESS STREET, SUITE 479 · TAMPA, FLORIDA 33607 · (813) 765-9464

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June 12, 2001

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

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Re: Articles of Organization

Dear Sir:

EFFECTIVE DATE

6-12-01

Enclosed please find the Articles of Organization of SECOND FIDELITY HOLDINGS, L.L.C. . Enclosed please find a check in the amount of \$155.00 for filing this document, the designation of resident agent, and for a certified copy of the Articles (copy enclosed). Please send the certified copy to me at the above address.

If there are any questions, please contact me at the telephone number above.

Sincerely,

David A. Fontes

David A. Fontes, LL.M.

Attorney-at-Law

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SECOND FIDELITY HOLDINGS, L.L.C.

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Organization, for the purpose of forming a limited liability company, in accordance with Chapter 608, Florida Statutes, Florida Limited Liability Company Act.

ARTICLE I - NAME

The name of this limited liability company is SECOND FIDELITY HOLDINGS, L.L.C., and the principal place of business and mailing address of this limited liability company shall be 4408 West San Miguel St., Tampa, Florida 33629.

ARTICLE II - NATURE OF BUSINESS

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company in the State of Florida is 4200 West Cypress Street, Suite 479 Street, Tampa, Florida 33607; and the initial

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registered agent is David A. Fontes. The Company may, from time to time, move the location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this limited liability company.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This limited liability company will commence existence upon June 12, 2001, and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V -MANAGEMENT

The Company is to be managed by the members. The managing member is identified as follows:

JAMES A. GIGLIO
4408 West San Miguel St.
Tampa, Florida 33629

ARTICLE VI - ORGANIZER

The name and street address of the organizer are as follows:

DAVID A. FONTES
4200 West Cypress Street, Suite 479
Tampa, Florida 33607

ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written

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consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

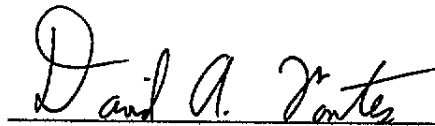
ARTICLE VIII - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IX - POWER TO AMEND ARTICLES OR REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article V.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Organization on this 12th day of June, 2001.



DAVID A. FONTES

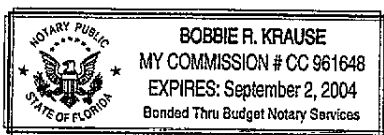
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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 12th day of June, 2001, personally appeared DAVID A. FONTES, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Organization, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.



Bobbie R. Krause

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name Bobbie R. Krause

MY COMMISSION EXPIRES: 9/2/04

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is SECOND FIDELITY HOLDINGS, L.L.C.

2. The name and address of the registered agent and office are:

DAVID A. FONTES
4200 West Cypress Street, Suite 479
Tampa, Florida 33607

Signature

David A. Fontes

Title

ORGANIZER

Date

6/12/01

ACKNOWLEDGMENT:

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.

Executed this 12th day of June, 2001.

By:

David A. Fontes

DAVID A. FONTES
Registered Agent

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