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9110 Kings Colony Road
Jacksonville, Florida 32257
Friday, August 17, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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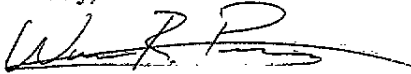
Enclosed is a check for \$125.00 to register the following Limited Liability Company with the Division of Corporations for the State of Florida.

Name: Mroch Capital Management LLC

Registering Name: Wayne R. Pryor
Registering Address: 9110 Kings Colony Road
Jacksonville, Florida 32257

As requested, I've enclosed the Articles of Incorporation and Declaration of Registered Agent for the LLC listed above. Should you have any questions or concerns regarding this filing, please feel free to contact me at (904) 722-4252.

Sincerely,



Wayne R. Pryor

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**Articles of Organization
Florida Limited Liability Company**

Pursuant to Chapter 608 Florida Statutes, the undersigned organizer hereby adopts these articles of Organization for the purpose of forming a Limited Liability Company.

- Article 1. The name of the Limited Liability Company is:

Mroch Capital Management LLC
- Article 2. The principle place of business and mailing address of said company is

9110 Kings Colony Road
Jacksonville, Florida 32257
- Article 3. The period of duration is perpetual.
- Article 4. The company is to be managed by the member(s), and the name(s) and address(es) of the person(s) serving as managing member(s) is (are):

Wayne R. Pryor & Courtney L. Mroch
9110 Kings Colony Road
Jacksonville, Florida 32257
- Article 5. The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows. The existing members of the LLC must approve the admission of new members by a unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this LLC.
- Article 6. The unanimous approval of the remaining members is required to continue the business of the limited liability company upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.
- Article 7. The name and street address of the organizer of this limited liability company is:

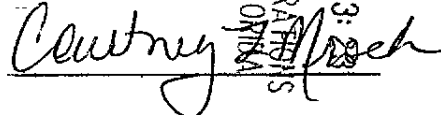

Wayne R. Pryor
9110 Kings Colony Road
Jacksonville, Florida 32257

In witness whereof, the undersigned organizer has executed these Articles of Organization on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing document are true, and that the organizer is at least eighteen years of age.

Date: Friday, August 17, 2001

Signature of Organizer: Wayne R. Pryor

Courtney L. Mroch



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Certificate of Designation
of Registered Agent and Registered Office
Florida Limited Liability Company**

Pursuant to Chapter 608 Florida Statutes, the limited liability company named herein submits this certificate of designation of registered agent and registered office to designate a registered agent and registered office in the state of Florida.

1. The name of the Limited Liability Company is:

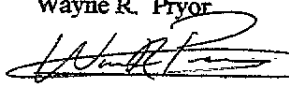
Mroch Capital Management LLC
2. The name and Florida street address of the registered agent are:

Wayne R. Pryor
9110 Kings Colony Road
Jacksonville, Florida 32257

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, 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

Signature: Wayne R. Pryor

Date:

 August 17, 2001

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TALLAHASSEE, FLORIDA