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ACCOUNT NO. : 072100000032

REFERENCE : 456364 4725791

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 160.00

ORDER DATE : September 4, 2001

ORDER TIME : 10:34 AM

ORDER NO. : 456364-005

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CUSTOMER NO.: 4725791

CUSTOMER: Richard J. Razook, Esq
Thomson Muraro Razook & Hart,
P.a.
1700 Sun Trust Building
One Southeast Third Avenue
Miami, FL 33131-2363

DOMESTIC FILING

NAME: MEDUSA GROUP HOLDINGS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
01 SEP -4 AM 11:26
DIVISION OF CORPORATION

01 SEP -4 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
9/4/01

Fax Audit No. _____

ARTICLES OF ORGANIZATION

OF

MEDUSA GROUP HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Medusa Group Holdings, LLC ("Company").

ARTICLE II - PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 800 Brickell Avenue, Suite 201, Miami, Florida 33131.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Richard J. Razook at 800 Brickell Avenue, Suite 201, Miami, Florida 33131.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the members of the Company approve of the proposed transfer as provided in and subject to the regulations.

Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue, 17th Floor
Miami, Florida 33131
(305) 350-7200

01 SEP -4 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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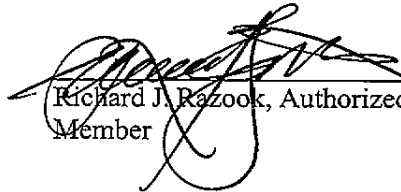
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ARTICLE VI - MANAGEMENT

The Company shall be managed by the manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 31st day of August, 2001.


Richard J. Razook, Authorized Representative of
Member

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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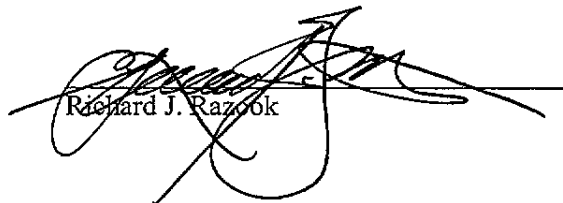
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Medusa Group Holdings, LLC.
2. The name and address of the initial registered agent and office is Richard J. Razook at 800 Brickell Avenue, Suite 201, Miami, Florida 33131.

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, Florida Statutes.

Dated: August 31, 2001.


Richard J. Razook

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