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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

LIMITED LIABILITY COMPANY

F&D USA, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

F&D USA, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is F&D USA, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 1977 Bridgewater Drive, Lake Mary, Florida 32746, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Manager-Managed Company

The Company shall be managed by Managers.

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ARTICLE V

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (the "Act").
2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Act.

ARTICLE VI

Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members herein are granted subject to this reservation.

DATED as of the 6th day of November, 2001.

A.G.C. Co. is Authorized Representative

By:

Name: Kenneth C. Wright
As its: Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes Section 608.415, F&D USA, LLC 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 F&D USA, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees 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 the position as registered agent.

Dated, November 6, 2001

A.G.C. CO.

By:

Name: Kenneth C. Wright
Vice President

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