

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA**To:**

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

From:

Account Name : RAFFERTY, GUTIERREZ, SANCHEZ-AB
Account Number : I20000000207
Phone : (305)373-0330
Fax Number : (305)373-2735

LIMITED LIABILITY COMPANY

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RAFFERTY, GUTIERREZ&SANCHEZABALLI

TEL:305 373 2735

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Division of Corporations

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PEPEX MERGER SUB, LLC

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

PEPEX MERGER SUB, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

3020 North Military Trail
Suite 100
Boca Raton, Florida 33431

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

William L. Rafferty, Jr., Esq.
Rafferty Gutiérrez, Sánchez-Aballi, Stolzenberg & Gelles, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

**ARTICLE IV
PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

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ARTICLE V
DURATION

The Limited Liability Company shall exist perpetually unless dissolved according to law.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The name and address of such manager is as follows:

Harry Sargeant, III
3020 North Military Trail, Suite 100
Boca Raton, Florida 33431

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VIII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

ARTICLE IX
INDEMNIFICATION

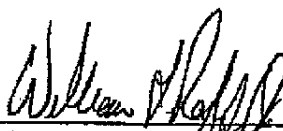
(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability

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company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.



William L. Rafferty, Esq.
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
PEPEX MERGER SUB, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

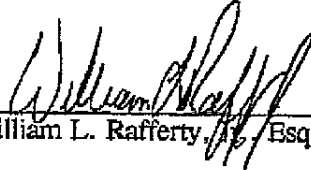
1. The name of the limited liability company is:

PEPEX MERGER SUB, LLC

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

William L. Rafferty, Jr., Esq.
Rafferty Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A.
1101 Brickell Avenue, Suite 1400
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.



William L. Rafferty, Jr., Esq.

Date: January 25, 2002