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AL

LIMITED LIABILITY COMPANY

MERLION HOLDINGS II, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

of

MERLION HOLDINGS II, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I
DURATION

Merlion Holdings II, L.L.C. shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE II
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Merlion Holdings II, L.L.C., and its principal and mailing office shall be located at 1324 Sycamore Terrace, Boca Raton, Florida 33486, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of Merlion Holdings II, L.L.C. is 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the company's initial registered agent at that address is Linda O. MacLaren.

ARTICLE IV
MANAGEMENT

Management of Merlion Holdings II, L.L.C. is reserved to its members.

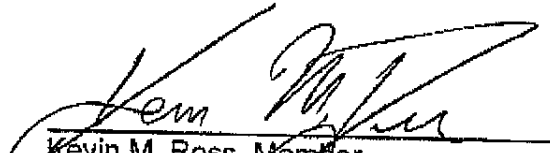
ARTICLE V
PURPOSES AND POWERS

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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Executed by the undersigned at Boca Raton, Palm Beach County, Florida on the
25 day of January, 2002.


Kevin M. Ross, Member

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


Linda O. MacLaren

Dated: January 25, 2002

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