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PRACTICING AS A PROFESSIONAL ASSOCIATION

April 5, 2002

TRANSMITTAL LETTER

Division of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

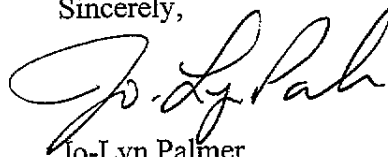
SUBJECT: Maclay Commerce One, LLC

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of organization and a check for \$125.00 for filing fee.

If you have any questions, please contact me.

Sincerely,



Jo-Lyn Palmer
Legal Assistant to
Bruce I. Wiener

Name Availability	
Document Examiner	DCC
enclosures	
Updater	DCC
Updater Verifier	C
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
MACLAY COMMERCE ONE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I-Name

The name of the limited liability company shall be **Maclay Commerce One, LLC** (hereinafter "the Company").

ARTICLE II-Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Company shall be 2282 Killearn Center Boulevard, Tallahassee, Florida 32308.

ARTICLE III-Duration

The Company shall commence its existence on the date these Articles of Organization are filed with and accepted by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization and the Operating Agreement of the Company.

ARTICLE IV-Powers

The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V-Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Robert R. Parrish, Jr., 2282 Killearn Center Boulevard., Tallahassee, Florida 32308.

ARTICLE VI-Management

The Company is to be managed by one or more managers and is therefore, a manager-managed company. The initial managers of the Company shall be Robert R. Parrish, Jr. and James M. Rudnick who shall serve as managers of the Company until successor managers have been elected and qualified.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

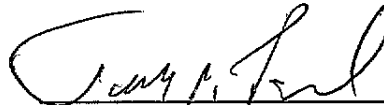
ARTICLE VII-Operating Agreement

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested in the members of the Company as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned members or authorized representatives of the members have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 29th day of March, 2002.



Robert R. Parrish



James M. Rudnick

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **Maclay Commerce One, LLC**.
2. The name and the Florida street address of the registered agent for **Maclay Commerce One, LLC** are: Robert R. Parrish, Jr., 2282 Killearn Center Boulevard, Tallahassee, Florida 32308.

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.

DATED: March 29, 2002



Robert R. Parrish, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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