



L020000011426

ACCOUNT NO. : 072100000032

REFERENCE : 574714 7229347

AUTHORIZATION

COST LIMIT : \$ 155.00

Patricia Pigato

FILED
02 MAY 10 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 10, 2002

ORDER TIME : 11:59 AM

ORDER NO. : 574714-005

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshstein
Kilpatrick Stockton Llp

Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LPS II, LLC

EFFECTIVE DATE:

900005503769--2

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

LPS II, LLC

a Florida limited liability company

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TALLAHASSEE, FLORIDA

1. The name of this limited liability company is **LPS II, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To generate long-term capital appreciation by investing in the units of SWANTECH, LLC ("SWANTECH Units"). The Company shall have the power to do any and all acts necessary, appropriate, proper, advisable, incidental or convenient to or for the conduct, furtherance, promotion or attainment of the purposes, business and activities described above, including acts relating to the origination, analysis, financing, closing and refinancing of acquisitions of and transactions with respect to, and the monitoring and ultimate divestiture of SWANTECH Units.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

1115 SE 6th Street
Ft. Lauderdale, FL 33301

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4. The name and address of the registered agent of the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

5. The Company shall only admit additional members with the written consent of the affirmative majority of Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

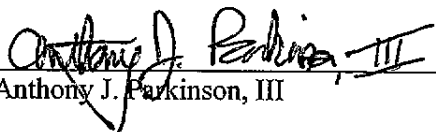
Anthony J. Parkinson, III
1115 SE 6th Street
Ft. Lauderdale, FL 33301

8. The Company, with the affirmative majority of written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be

made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of LPS II, LLC, has executed these Articles of Organization this 8th day of May, 2002.

MEMBER:

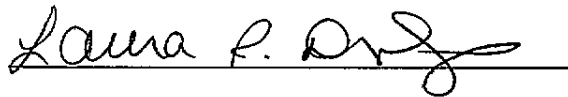


Anthony J. Parkinson, III

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for LPS II, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.



Laura R. Dunlap
as its agent

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