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SHOOK, HARDY & BACON LLP.

GENEVA  
HOUSTON  
KANSAS CITY  
LONDON  
OVERLAND PARK

MIAMI CENTER, SUITE 2400  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4332  
TELEPHONE (305) 358-5171 ■ FACSIMILE (305) 358-7470

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SAN FRANCISCO  
TAMPA  
WASHINGTON, D.C.

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JUL 22 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
STEVEN NACLERIO  
snaclerio@shb.com

July 16, 2002

VIA FEDERAL EXPRESS

Mr. Buck Kohr  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-07/22/02--01057--002  
\*\*\*155.00 \*\*\*155.00

Re: Cut Roc Holdings, LLC

Dear Mr. Kohr:

As discussed, enclosed please find a check in the amount of \$155.00 to cover the following costs:

- Filing fee;
- Designation of Registered Agent; and
- A certified copy of the Designation of Registered Agent.

BK

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,

*Steven Naclerio*

Steven Naclerio

7/22

SN:kat

Enclosures

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**Cut Roc Holdings, LLC**

**ARTICLE II - Address:**

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

Jorge A. Cutillas  
4645 Village Drive  
Dunwoody, GA 30338

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Steven Naclerio, Esq.  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131-4332

*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 as provided for in Chapter 608, F.S.*

*Steven Naclerio*

Registered Agent's Signature

**ARTICLE IV.**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V.**

No member, solely by reason of being a member, shall be liable, under a judgement, decree or order of a court, or in any manner, for a debt, obligation or liability of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of

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any other member of the Company. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers of management of its business or affairs shall not be grounds for imposing liability on the members for liabilities of the Company.

**Article VI - Management (Check box if applicable.)**

- ☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested.)

Steven Naclerio, Attorney

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Steven Naclerio

Typed or printed name of signee

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