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Division of Corporations

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Fax Number : (850)205-0383

From:

Account Name : DONALD W. MILLER, P.A.
Account Number : I20020000142
Phone : (561)833-3800
Fax Number : (561)626-7879

LIMITED LIABILITY COMPANY

FIRST PARTNERS HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
FOR
FIRST PARTNERS HOLDINGS, LLC**

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TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the Limited Liability Company shall be: **FIRST PARTNERS HOLDINGS, LLC**

ARTICLE II

ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is
11300 U. S. Highway One, Suite 203, North Palm Beach, FL 33408.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be ten (10) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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**ARTICLE IV
MANAGEMENT**

The management of FIRST PARTNERS HOLDINGS, LLC shall be vested pursuant to an Operating Agreement in the following Managers, who shall be appointed by the members. The name and street address of the initial managers are SunStar Holdings, Inc., a Florida corporation, as General Partner of StarFire Partners, Ltd., a Florida limited partnership and Royal BlackWatch, Inc., a Florida corporation, as General Partner of Royal BlackWatch Partners, Ltd., a Colorado limited partnership, with offices located at 11300 U.S. Highway One, Suite 203, North Palm Beach, FL 33408.

**ARTICLE V
TREATMENT AS PARTNERSHIP**

FIRST PARTNERS HOLDINGS, LLC is intended to be treated as a partnership for purposes of federal income taxation.

**ARTICLE VI
AMENDMENT OF REGULATIONS**

The power to adopt, alter, amend or repeal the Regulations, or Operating Agreement, of this Limited Liability Company shall be vested in the Managers of the Limited Liability Company.

**ARTICLE VII
TRANSFERABILITY OF MEMBER'S INTEREST**

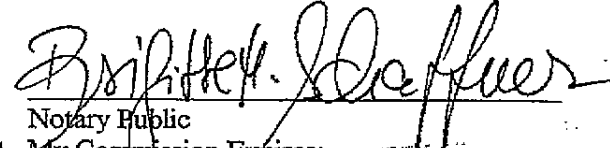
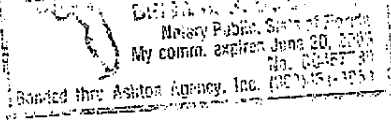
The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall become an assignee only,

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STATE OF FLORIDA
COUNTY OF PALM BEACH

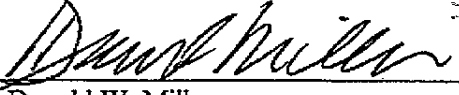
On this 23 day of September, 2002, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared H. Max Fricker, as President of SunStar Holdings, Inc., General Partner of StarFire Partners, Ltd., as Managing Member of FIRST PARTNERS HOLDINGS, LLC and Donald W. Miller as President of Royal BlackWatch, Inc., General Partner of Royal BlackWatch Partners, Ltd. as Managing Member of FIRST PARTNERS HOLDINGS, LLC, a Florida limited liability company, personally known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public
My Commission Expires: 
Notary Public, State of Florida
My comm. expires June 30, 2005
No. 00487-01
Bonded thru Ashton Agency, Inc. (800) 451-1951

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Donald W. Miller
Registered Agent

Dated: September 23, 2002

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and shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the Member otherwise would be entitled.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The initial registered agent of the Limited Liability Company shall be Donald W. Miller, Esq. and the registered office of the Limited Liability Company shall be 11300 U.S. Highway One, Suite 203, North Palm Beach, FL 33408.


ARTICLE IX

COMMENCEMENT OF EXISTENCE

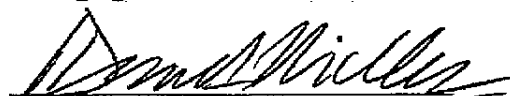
The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, We have subscribed our names this 23 day of September, 2002.

FIRST PARTNERS HOLDINGS, LLC



By: H. Max Fricker, as President of
SunStar Holdings, Inc., General Partner
of StarFire Partners, Ltd., as
Managing Member



By: Donald W. Miller, as President of
Royal BlackWatch, Inc., General Partner
of Royal BlackWatch Partners, Ltd. as
Managing Member

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