

L-02000029489

Rose, Sundstrom & Bentley  
(Requestor's Name)

(Address)

(Address)

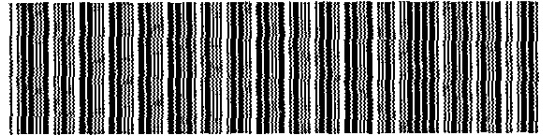
(City/State/Zip/Phone #)

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Exchange Group, LLC  
(Business Entity Name)

(Document Number)

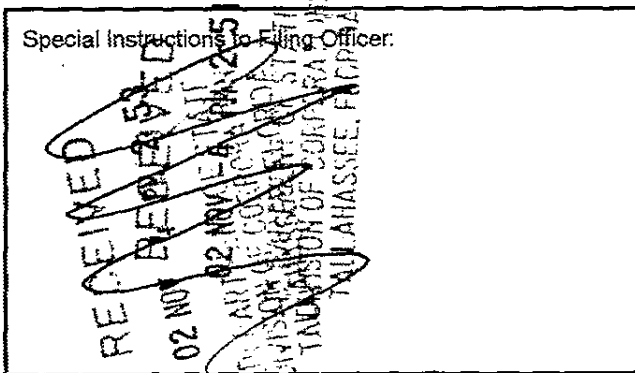
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**ARTICLES OF ORGANIZATION  
OF  
EXCHANGE GROUP, L.L.C.**

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

**ARTICLE I – NAME**

The name of the limited liability company shall be Exchange Group, LLC ("Company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company is 3061 Seigneury Drive, Windermere, Florida 34786

**ARTICLE III – DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Martin S. Friedman, Rose Sundstrom & Bentley, LLP, 650 S. North Lake Boulevard, Suite 420, Altamonte Springs, FL 32701.

**ARTICLE V – INITIAL MEMBERS/ADMISSION OF NEW MEMBERS**

The initial members of the Company and their respective membership interests are:

|                |     |
|----------------|-----|
| Craig Hotaling | 40% |
| Amr T. Gawad   | 40% |
| Salah Youssef  | 20% |

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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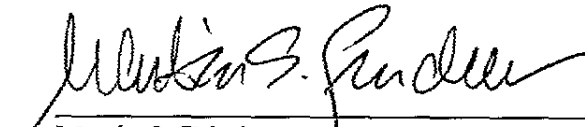
ARTICLE VI – MEMBERS’ RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member of manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

ARTICLE VII – MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

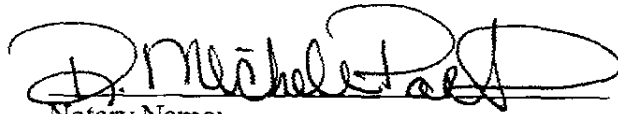
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Altamonte Springs, Florida on November 1, 2002.

  
Martin S. Friedman  
Authorized Representative

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STATE OF FLORIDA,  
COUNTY OF SEMINOLE ss:

Subscribed before me this November 1, 2002, by Martin S. Friedman, who is personally  
known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Name:  
Commission #:  
Commission Expires:



D. Michele Parks  
MY COMMISSION # DD152693 EXPIRES  
September 24, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

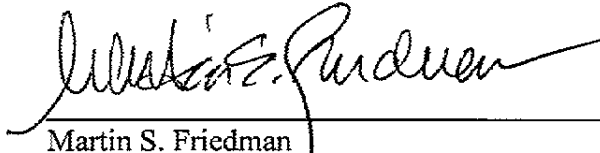
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, Exchange Group, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Exchange Group, LLC.
2. The name and street address of the registered agent in Florida are:

Martin S. Friedman  
Rose, Sundstrom & Bentley, LLP  
650 S. North Lake Boulevard, Suite 420  
Altamonte Springs, Florida 32701

The undersigned, being the person named in the articles of organization of Exchange Group, LLC, as the registered agent of this limited liability Company, hereby consents to accept service of process for the above-stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Martin S. Friedman  
Registered Agent

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