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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ROBERT BRODY  
RICHARD S. COHEN  
STEVEN L. WINIG

November 11, 2002

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Motiff Group, LLC

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above referenced limited liability company together with our check in the amount of \$125.00 representing the filing fees. Please return the duplicate to me showing the file stamped copy.

Thank you for your prompt attention.

Very truly yours,

  
Robert Brody

RB/olm  
Enclosures

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**ARTICLES OF ORGANIZATION FOR  
MOTIFF GROUP, LLC,  
A Florida Limited Liability Company**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the Limited Liability Company is:

Motiff Group, LLC.

**ARTICLE II - Address**

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


c/o Timothy R. Willingham  
11832 Osprey Pointe Circle  
Wellington, Florida 33414.

**ARTICLE III - Registered Agent**

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

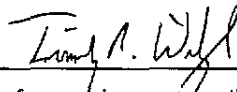
Timothy R. Willingham  
11832 Osprey Pointe Circle  
Wellington, Florida 33414.

*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 in Chapter 608, Florida Statutes.*

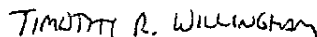
  
\_\_\_\_\_  
(Registered Agent's Signature)

**ARTICLE IV - Management**

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

  
\_\_\_\_\_  
(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).

  
\_\_\_\_\_  
(Typed or printed name of signee)

(Typed or printed name of signee)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN  
THE STATE OF FLORIDA

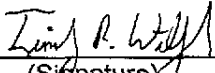
1. The name of the limited liability Company is:

Motiff Group, LLC.

2. The name and address of the registered agent and office is:

Timothy R. Willingham  
11832 Osprey Pointe Circle  
Wellington, Florida 33414.

*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 in Chapter 608, Florida Statutes.*

  
(Signature)

11/11/02  
(Date)