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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY**THE MARION GROUP, LLC**

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**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is The Marian Group, LLC

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is 102 Essex Court, Longwood, Florida, 32779.

ARTICLE III - REGISTERED AGENT.

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

Paul H. Downey
102 Essex Court
Longwood, Florida 32779

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Having been named as registered agent and to accept service of process for the above named 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Paul H. Downey
Registered Agents Signature

ARTICLE IV - MANAGEMENT.

The company shall be managed by the members in accordance with the 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. The names and addresses of the members of the company are:

Paul H. Downey
102 Essex Court
Longwood, Florida 32779

Theresa A. Boncella
Bldg. 3, Apt. 5
Hunington Village Drive
Hunker, Pennsylvania 15635-9511

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TALLAHASSEE, FLORIDA

David R. Downey
902 Wolfe Street
Fredericksburg, Virginia 22401

Rose M. Rodriguez
2705 West Sligh Avenue
Tampa, Florida 33614

ARTICLE V - 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 VI - ADMISSION OF ADDITIONAL MEMBERS.

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 of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his interest only as set forth in the regulations of the company.

ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS.

The unanimous approval of the remaining members is required to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company.

ARTICLE VIII - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members, or as provided in the regulations.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization on the 16th day of October, 2002.

By: THE MARIAN GROUP

Paul H. Downey

Print Name: Paul H. Downey
As its: Manager/Member

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EXHIBIT A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE MARIAN GROUP, LLC, deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$ 1,000.00.
3. If any, the agreed value of property other than cash contributed by the member(s) is \$1,000.00.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated:

Paul H. Downey
PAUL H. DOWNEY
Manager/Member

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

Sworn to and subscribed before me this 28th day of October, 2002, by Paul H. Downey, who is personally known to me or who produced Steven L. Lemo as identification and who did take an oath.

Notary Public - State of Florida

Mary C. Dugan
My Commission Expires: 08/08/2006

MARY C. DUGAN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00107640
EXPIRES 08/08/2006
BONDED THRU 1-1-03 NOTARY

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