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MCGUIRE WOODS LLP

FAX NO.

P. 01/03

Division of Corporations

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From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP  
Account Number : 071075000166  
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LIMITED LIABILITY COMPANY

Vestcor Partners XL, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Pago Count            | 02       |
| Estimated Charge      | \$125.00 |

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**ARTICLES OF ORGANIZATION FOR  
VESTCOR PARTNERS XL, LLC**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

VESTCOR PARTNERS XL, LLC

**ARTICLE II - ADDRESS**

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

3020 Hartley Road  
Suite 300  
Jacksonville, Florida 32257

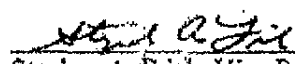
**ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE**

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

Stephen A. Frick  
3020 Hartley Road, Suite 300  
Jacksonville, Florida 32257

**ARTICLE IV - MANAGEMENT (Check box if applicable.)**

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

  
Stephen A. Frick, Vice President

*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.)*

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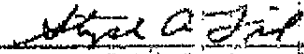
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
VESTCOR PARTNERS XL, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Stephen A. Frick, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR PARTNERS XL, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 12<sup>th</sup> day of December, 2002.

  
Stephen A. Frick, Registered Agent

V. FORM 141260.1

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