

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L02000034271
FILED 8:00 AM
December 19, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:

FERRELL SCHULTZ CARTER ZUMPARNO & FERTEL - PANAMA,
L.L.C.

Article II

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

201 S. BISCAYNE BLVD.
34TH FLOOR
MIAMI, FL. US 33131

The mailing address of the Limited Liability Company is:

201 S. BISCAYNE BLVD.
34TH FLOOR
MIAMI, FL. US 33131

Article III

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

FERRELL GROUP CORPORATE SERVICES, L.L.C.
201 S. BISCAYNE BLVD.
34TH FLOOR
MIAMI, FL. 33131

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.

Registered Agent Signature: STEVE L. WASERSTEIN

Signature of member or an authorized representative of a member

Signature: STEVE L. WASERSTEIN