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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 234652 4302535

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : September 9, 2003

ORDER TIME : 12:20 PM

ORDER NO. : 234652-005

CUSTOMER NO: 4302535

CUSTOMER: Michael W. Mackay, Esq  
Wormser, Kiely, Galef &  
Jacobs LLP  
25th Floor  
825 Third Avenue  
New York, NY 10022-7519

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NAME: NULIFE LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
NULIFE LLC**

1. The name of the limited liability company is Nulife LLC (the "Company").
2. The principal place of business, street address and the mailing address of the Company is:

c/o CMC Group, Inc.  
701 Brickell Avenue, Suite 3150  
Miami, FL 33131

3. The name and street address of the registered agent of the Company is:

Corporation Service Company  
1201 Hayes Street  
Tallahassee, FL 32301-2607

4. The Company is a manager-managed limited liability company. The Company shall be managed by the manager(s) who is (are) designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Company.

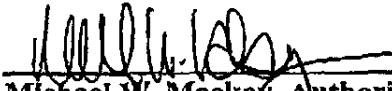
The person(s) who is (are) designated or appointed as manager(s) shall carry out and further the decisions and actions of the members made pursuant to the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

5. The Company shall indemnify its members, managers, officers, employees and agents to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other

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rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of Nulife LLC, has executed these Articles of Organization as of this 8<sup>th</sup> day of September, 2003.

  
\_\_\_\_\_  
Michael W. Mackay, Authorized  
Representative of a Member

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# ACKNOWLEDGMENT OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as Registered Agent for Nulife LLC, at the place designated in these Articles of Organization, hereby accepts the appointment as Registered Agent and agrees to act in such 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 for in Chapter 608 of the Florida Statutes.

Corporation Service Company

By: John H. Pelletier

Name:

Title:

JOHN H. PELLETIER

ASST. VICE PRESIDENT

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