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Division of Corporations

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Division of Corporations
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EFFECTIVE DATE

10-15-03

From:

Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
Phone : (904) 798-3200
Fax Number : (904) 798-3207

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

VCP-San Pablo Asset Management, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
VCP-SAN PABLO ASSET MANAGEMENT, LLC**

EFFECTIVE DATE
10-15-03

**ARTICLE I
NAME**

The name of the limited liability company is VCP-SAN PABLO ASSET MANAGEMENT, LLC (the "Limited Liability Company").

**ARTICLE II
BUSINESS AND MAILING ADDRESS**

The initial street address and mailing address of the Limited Liability Company is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Limited Liability Company in the state of Florida is Mark T. Farrell. The registered office of the initial registered agent in the state of Florida is located at 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

**ARTICLE IV
COMMENCEMENT OF EXISTENCE**

The existence of the Limited Liability Company commences on execution by the undersigned subscriber unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Organization.

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IN WITNESS WHEREOF, the undersigned, an authorized representative of the organizing member, has made and subscribed to these Articles of Organization this 15 day of October, 2003.

RAX CO., a Florida corporation

By: 
Michael E. Goodbread, Jr., Vice President
Authorized Representative of 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.)

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P. 04

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VCP-SAN PABLO ASSET MANAGEMENT, LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon VCP-San Pablo Asset Management, LLC, a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15 day of October, 2003.


Mark T. Farrell, Registered Agent

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