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Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

Responsible Employer Solutions, L.L.C.

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
RESPONSIBLE EMPLOYER SOLUTIONS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **RESPONSIBLE EMPLOYER SOLUTIONS, L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 7400 Baymeadows Way, Suite 200, Jacksonville, Florida 32256

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is James V. Walker, Esq., Post Office Box 676, 228 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32004-0676

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the Affidavit of Membership and Contributions attached hereto.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

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

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be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

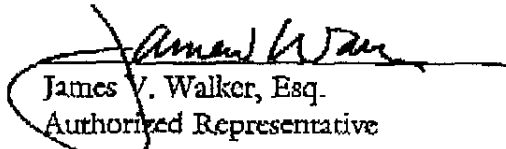
ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except with the written consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with 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 name and address of the initial manager of the company is Charles B. Motser.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 5th day of January, 2004.


James V. Walker, Esq.
Authorized Representative

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by James V. Walker, [] who is personally known to me or [] who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.

Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **RESPONSIBLE EMPLOYER SOLUTIONS, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


James V. Walker, Registered AgentSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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