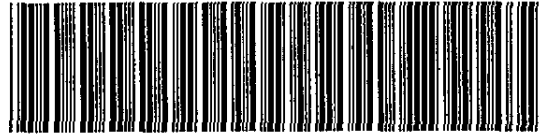


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Panache Partners, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian G. Carabet
(Name of Person)

Panache Partners, LLC
(Firm/Company)

13747 Montfort Drive, Suite 100
(Address)

Dallas, TX 75240
(City/State and Zip Code)

For further information concerning this matter, please call:

Brian G. Carabet at (972) 661-9884 Ext. 204
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

04 JAN -8 11 3:04

ARTICLE I - Name:

The name of the Limited Liability Company is: _____

Panache Partners, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

Principal Office Address:

13747 Montfort Drive, Suite 100

Dallas, TX 75240

Mailing Address:

13747 Montfort Drive, Suite 100

Dallas, TX 75240

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

John K. Buckley

Name

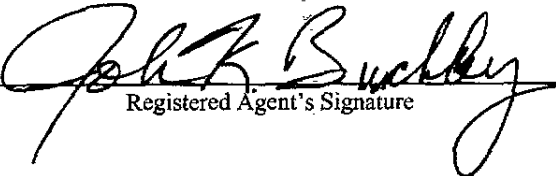
333 North New River Drive East, Suite 2000

Florida street address (P.O. Box **NOT** acceptable)

Fort Lauderdale, FL 33301

City, State, and Zip

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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

04 JAN -6 PM 3: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Brian G. Carabet

13747 Montfort Drive, Suite 100

Dallas, TX 75240

MGRM

John A. Shand

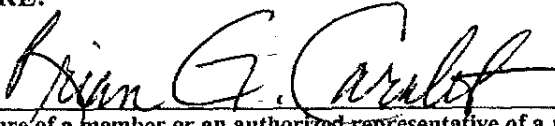
13747 Montfort Drive, Suite 100

Dallas, TX 75240

ARTICLE V – Effective Date:

The effective date of the Articles of Organization is December 31, 2003.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a 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.)

Brian G. Carabet

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)