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To:

Division of Corporations

Fax Number

: (850)205-0383

from:

Account Name : BUSINESS FILINGS Account Number : 105256001620 Phone : (608)827-5300 Fax Number : (608)827-5501

LIMITED LIABILITY COMPANY

Warner Capital LLC

| Certificate of Status | 0 |
|-----------------------|----------|
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

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ARTICLES OF ORGANIZATION OF Warner Capital LLC

ARTICLE I

NAME

The name of the limited liability company shall be: Warner Capital LLC

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 2763 Long Boat Drive, Amelia Island, Florida 32034.

ARTICLE III

INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Brett Warner, 2763 Long Boat Drive, Amelia Island, Florida 32034. Located in the County of Nassau.

ARTICLE IV

DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V M

MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the name and address of the member of the Limited Liability Company is:

Brett Warner, 2763 Long Boat Drive, Amelia Island, Florida 32034

Business Filings Incorporated, Organizer

Mark Schiff, AVP

Authorized Representative

Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200,

Madison, WI 53717

(608) 827-5300

FAX AUDIT # 4040000 296923

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: Warner Capital LLC

The name and address of the registered agent and office is: Brett Warner, 2763 Long Boat Drive, Amelia Island, Florida 32034. Located in the County of Nassau.

Having been named as registered agent and to accept service of process for the above stated 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.

Signature: See U

Brett Warner

Date: February 2, 2004

AHASSEE CLASH

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