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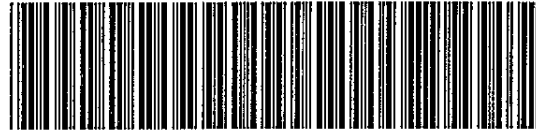
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EFFECTIVE DATE

02/12/04

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 22 2004

MICHAEL C. SASSO, P.A.
ATTORNEYS AT LAW

BANK FIRST BUILDING
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February 12, 2004

Via Overnight Delivery

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Premier First Holdings, LLC

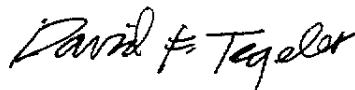
Dear Ladies and Gentlemen:

Enclosed is the original of the Articles of Organization and the Certificate Designating Registered Agent for Premier First Holdings, LLC, a new Florida limited liability company. Also enclosed is a check made payable to the "Florida Department of State" in the total amount of \$155.00, including \$100.00 as the filing fee for the Articles of Organization, \$25.00 as the fee for the Designation of Registered Agent, and \$30.00 for a certified copy.

Please file these documents on Friday, February 13, 2004, so that the effective date of February 12, 2004 can be maintained for the new limited liability company. Please then return the certified copy of the Articles of Organization to me.

Thank you for your cooperation in this matter. If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



David F. Tegeler

Enclosures

**ARTICLES OF ORGANIZATION
OF
PREMIER FIRST HOLDINGS, LLC**

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The undersigned, being authorized to execute and file the following Articles of Organization for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, hereby certify that:

ARTICLE I - NAME

The name of the limited liability company shall be Premier First Holdings, LLC.

ARTICLE II - PRINCIPAL OFFICE AND ADDRESS

The mailing address and the street address of the principal office of the limited liability company shall be 11230 Lake Butler Boulevard, Windermere, Florida 34786.

EFFECTIVE DATE

02/12/04

ARTICLE III - PURPOSE AND POWERS

The limited liability company is organized for the purpose of engaging in and transacting any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statutes and the laws of the United States of America. While pursuing its purposes, the limited liability company may exercise all of the powers granted currently or in the future by Chapter 608, Florida Statutes.

ARTICLE IV - COMMENCEMENT, DURATION AND TERMINATION

The limited liability company is to commence its existence on February 12, 2004 at 12:01 a.m. EST. The period of this limited liability company's duration shall be perpetual, unless terminated by a majority of the members of the limited liability company.

ARTICLE V - MANAGEMENT

The limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company. The names and address of the manager is: M. Susan McIntyre, 11230

Lake Butler Boulevard, Windermere, Florida 34786.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS,
AND TERMS AND CONDITIONS OF SUCH ADMISSIONS**

Additional members may be admitted upon the approval of a majority of the members of the limited liability company, upon the written application of such new member, in the manner set forth in the Regulations of the limited liability company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the limited liability company shall be 11230 Lake Butler Boulevard, Windermere, Florida 34786. The initial registered agent of the limited liability company at such office shall be M. Susan McIntyre, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE IX - ORGANIZER

The names and street address of the person signing these Articles is: M. Susan McIntyre, 11230 Lake Butler Boulevard, Windermere, Florida 34786.

ARTICLE X - INDEMNIFICATION

The liability of the members of the limited liability company for money damages shall be eliminated to the fullest extent permissible under Florida law. This limited liability company is authorized to provide indemnification of members, managers, employees, and/or agents for breach of

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duty to the limited liability company and its members through Regulations or through agreements with members, managers, employees, and/or agents, or both Regulations and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

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ARTICLE XI - TRANSFERABILITY OF MEMBERS' INTEREST

The members of the limited liability company may enter into agreements limiting or restricting free transfer of their interests in the limited liability company. Any such agreements shall be valid and enforceable among the parties to such agreements, and any such agreement shall be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be approved by a majority of the members of the limited liability company.

ARTICLE XIII - REGULATIONS

Regulations of the limited liability company may be adopted, altered, amended, or repealed by a majority of the members of the limited liability company.

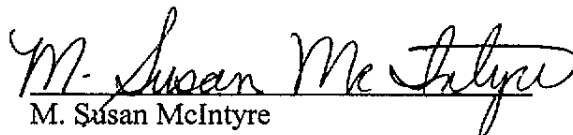
ARTICLE XIV - INFORMAL ACTION OF MEMBERS

Any action of the member(s) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all member(s) who would be entitled to vote upon such action at a meeting, and shall be filed with the manager(s) of the limited liability company as part of the records.

ARTICLE XV – LIMITATION ON AGENCY AUTHORITY OF MEMBERS

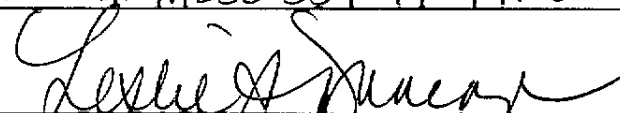
Pursuant to Section 608.4235, Florida Statutes, no member of the limited liability company shall be an agent of the limited liability company solely by virtue of being a member.

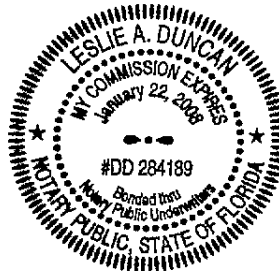
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the authorized manager and organizer for the limited liability company and has acknowledged them to be her act on the date stated below.


M. Susan McIntyre

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of February, 2004 by M. Susan McIntyre, who is personally known to me or who has produced Fla D.L. # M253-557-49-941-0 as identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is Premier First Holdings, LLC.
2. The name and Florida street address of the registered agent and office is:

M. Susan McIntyre
11230 Lake Butler Boulevard
Windermere, Florida 34786

ACKNOWLEDGEMENT

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 provision 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, Florida Statutes.

By: M. Susan McIntyre
M. Susan McIntyre
Registered Agent

Date: February 11, 2004