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NORTON, GURLEY, HAMMERSLEY,

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LIMITED LIABILITY COMPANY

TRI-STATE FUNDING, LLC

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**ARTICLES OF ORGANIZATION
OF**

TRI-STATE FUNDING, LLC

The undersigned person, acting as the organizer of TRI-STATE FUNDING, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

TRI-STATE FUNDING, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, Florida, 34236, and the name of the company's initial registered agent at that address is SAM D. NORTON.

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ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is
1819 Main Street, Suite 610, Sarasota, Florida 34236.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of the members owning greater than two-thirds of the percentage interests and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MANAGER

The business of the company shall be managed by one or more managers and such manager(s) shall have the powers, duties and obligations as shall be set forth in the company's regulations.

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ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

Sam D. Norton
1819 Main Street, Suite 610
Sarasota, FL 34236

ARTICLE X - TERMINATION OF A MEMBERSHIP INTEREST

The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event

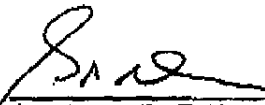
which terminates the continued membership of a member in the company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by the members owning greater than two-thirds of the percentage interests in the company and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: April 2nd, 2004.

(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.)



SAM D. NORTON, authorized
representative of Member

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That TRI-STATE FUNDING, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34236, has named SAM D. NORTON as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for TRI-STATE FUNDING, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: April 27th, 2004.



SAM D. NORTON

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