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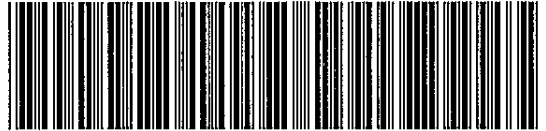
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TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 703992 7127284

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigato

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 2004

ORDER TIME : 10:37 AM

ORDER NO. : 703992-005

CUSTOMER NO: 7127284

CUSTOMER: Bruce Stutsman, Esq
Stutsman & Thames, P.a.

Suite 600
121 West Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: PROCORP II, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

PROCORP II, LLC

ARTICLE I - NAME

The name of the limited liability company is ProCorp II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 3520 Agricultural Center Drive, Suite 301, St. Augustine, Florida 32092.

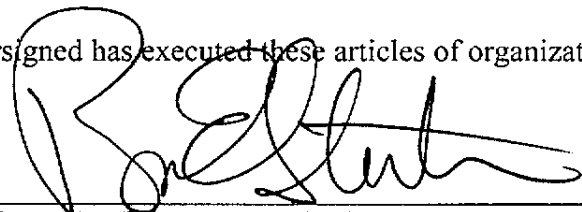
ARTICLE III - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Company is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is the law firm of Stutsman & Thames, P.A.

ARTICLE IV - AUTHORIZED REPRESENTATIVE

The name and street address of the authorized representative to these Articles of Organization is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202.

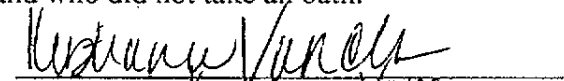
IN WITNESS WHEREOF, the undersigned has executed these articles of organization this 28th day of May, 2004.



BRUCE E. STUTSMAN, Authorized Representative

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of May, 2004, by Bruce E. Stutsman, who is personally known to me and who did not take an oath.


Print Name: Kristiana VanCleve
Notary Public, State of Florida at Large
My commission expires:



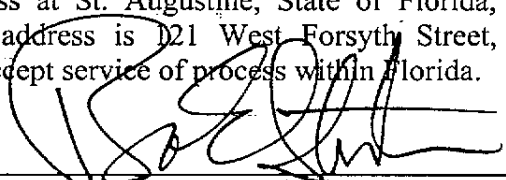
Kristiana VanCleve
My Commission DD227385
Expires October 25, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

That ProCorp II, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at St. Augustine, State of Florida, has named Stutsman & Thames, P.A., whose street address is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.


Bruce E. Stutsman, Authorized Representative

Date: May 28, 2004

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby 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 the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

STUTSMAN & THAMES, P.A.

By: 
Bruce E. Stutsman, CEO

Date: May 28, 2004