

JUN 28-04 MON 10:03 AM

FAX NO.

P. 01/03

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
Phone : (904) 353-2000
Fax Number : (904) 358-1872

EFFECTIVE DATE
06/25/04

LIMITED LIABILITY COMPANY

HP/PSD, LLC

Certificate of Status	0
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J. BRYAN JUN 29 2004

JUN-28-04 MON 10:03 AM

FAX NO.

P. 02/03

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HP/PSD, LLC
ARTICLES OF ORGANIZATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being the sole member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is HP/PSD, LLC (the "Company").

ARTICLE II - ADDRESS

EFFECTIVE DATE

06/25/04

The mailing address and street address of the Company's principal office is:

<u>Mailing Address:</u>	<u>Street Address:</u>
6675 Corporate Center Parkway Suite 100 Jacksonville, FL 32216	6675 Corporate Center Parkway Suite 100 Jacksonville, FL 32216

ARTICLE III - COMMENCEMENT OF EXISTENCE

The Company will exist perpetually. The existence of the corporation commences on June 25, 2004, unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE IV - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the legal representative of the last remaining member agrees in writing to

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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continue the Company and agrees to the admission of the legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent for service of process in the state is:

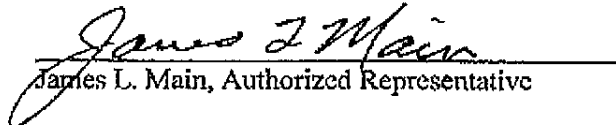
Hallmark Partners, Inc.
6675 Corporate Center Parkway
Suite 100
Jacksonville, FL 32216

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TALLAHASSEE, FLORIDA

ARTICLE VI - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25th day of June, 2004.


James L. Main, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

HALLMARK PARTNERS, INC.

By: 

Name: W. Alex Coley

Its: President

Dated: June 25, 2004