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DIVISION OF CORPORATIONS

NEE LIPSITZ & POLLER,

P.01
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

CEP Partners, LLC

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ARTICLES OF ORGANIZATION

OF

CEP Partners, LLC,

a Florida limited liability company

1. The name of this limited liability company is CEP Partners, LLC (the "Company").
2. The principal place of business and the mailing address of the Company is:

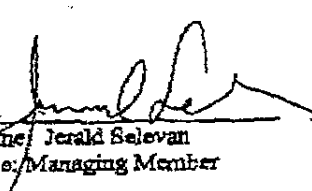
9801 Collins Avenue
Suite 7C
Bai Harbour, Florida 33154

3. The name and address of the registered agent of the Company is:

Jerald Selevan
9801 Collins Avenue
Suite 7C
Bai Harbour, Florida 33154

4. The Company is to be managed by its members. The Managing Member of the Company shall initially be Jerald Selevan and his mailing address is 9801 Collins Avenue Suite 7C, Bai Harbour, Florida 33154.

IN WITNESS WHEREOF, the undersigned, Managing Member, has executed these Articles of Organization this 15th day of July, 2004.

By: 
Name: Jerald Selevan
Title: Managing Member

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for CEP Partners, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

By: 
Name: Jerald Selevan

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TALLAHASSEE, FLORIDA

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