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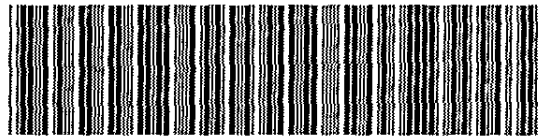
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LAW OFFICES OF
Sanoba & Sanoba, P.A.
A Partnership of Professional Associations
114 EAST EDGEWOOD DRIVE
LAKELAND, FLORIDA 33803-4015

GREGORY A. SANOBA, P.A.
KARIE L. SANOBA, P.A.

TELEPHONE: (863) 683-5353
FACSIMILE: (863) 683-2237

July 28, 2004

Secretary of State
State of Florida
Attn: Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Vestwell, L.L.C.

Gentlemen:

Enclosed are original Articles of Organization for Florida Limited Liability Company and our check in the amount of \$125.00. Please file the articles and return the copy of same enclosed herein for our records. Should you have any questions concerning the enclosed, please feel free to contact this office.

Very truly yours,



Linda Stephens
Legal Assistant to Gregory A. Sanoba

/ls
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: VESTWELL, L.L.C.


ARTICLE II — Address:


The mailing address and street address of the principal office of the Limited Liability Company is: 921 East Parker Street, Lakeland, Florida 33801.

ARTICLE III — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are: Windel Tidwell, 921 East Parker Street, Lakeland, Florida 33801.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 28th day of July, 2004.


Joe DeSilvestro


Windel Tidwell

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Joe DeSilvestro


Windel Tidwell

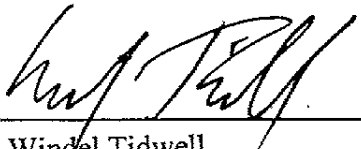
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FLORIDA

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

- I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with
- and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Date: July 28, 2004



Windel Tidwell
Signature of Registered Agent

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