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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY
CYPRESS CONVERTIBLE INVESTORS, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION FOR
CYPRESS CONVERTIBLE INVESTORS, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to 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: **CYPRESS CONVERTIBLE INVESTORS, LLC**

ARTICLE II. ADDRESS

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

218 Royal Palm Way
Palm Beach, Florida 33480

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Intrastate Registered Agent Corporation
200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

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ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The names and addresses of the initial Manager is as follows:

Raymond O'Brien
218 Royal Palm Way - Suite 100
Palm Beach, FL 33480

Such Managers shall serve in such capacity until the first meeting of the Members or until their successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

/s/ Scott MacLeod
Scott MacLeod
Authorized Representative of a Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF CYPRESS CONVERTIBLE INVESTORS, LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, CYPRESS CONVERTIBLE INVESTORS, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: CYPRESS CONVERTIBLE INVESTORS, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: INTRASTATE REGISTERED AGENT CORPORATION

ADDRESS: 200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608., F.S..

INTRASTATE REGISTERED AGENT
CORPORATION

By: /s/ Glenn A. Adams
Glenn A. Adams
Vice President

Date: August 12, 2004

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