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ARTICLES OF ORGANIZATION OF AMERI-CORP, LLC

The undersigned, pursuant to the provisions of §608.407 of the Florida Limited Liability Company Act, desiring to form a limited liability company under the laws of the state of Florida, hereby adopts Articles of Organization for such limited liability company in the form set forth herein:

ARTICLE I - NAME

The name of this limited liability company is AMERI-CORP, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 111 S. Flagler Drive, Suite 132, Phillips Point West Tower, West Palm Beach, Florida 33401.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 163 East Morse Boulevard, Suite 200, Winter Park, Florida 32789, and the name of the registered agent of the Company at that address is Joseph R. Panzl, Esq.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers, and is, therefor, a managermanaged company.

IN WITNESS WHEREOF, the undersigned Member has duly executed these Articles of Organization and files the same in accordance with the requirements of §608.407 and 608.4081 of the Florida Limited Liability Company Act on this 21st day of September, 2004.

Larry J. Woerner, Member

Joseph P Danzl

Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing instrument, 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, Florida Statutes.

Jøseph R. anzl, Esq.

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