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LIMITED LIABILITY COMPANY
EXCHANGE ADVISORS, LLC

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**ARTICLES OF ORGANIZATION
OF
EXCHANGE ADVISORS, LLC**

The undersigned, being a duly authorized representative of the 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 EXCHANGE ADVISORS, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office address of the Company is:

701 Brickell Avenue
Suite 3000
Miami, FL 33131

The mailing office address of the Company is:

701 Brickell Avenue
Suite 3000
Miami, FL 33131

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ARTICLE III

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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ARTICLE IV

MANAGEMENT

The Company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

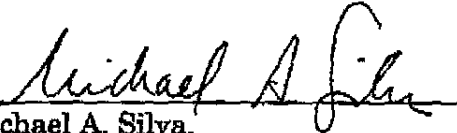
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TO 22275#888060#1#9 P.04/05

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 5th day of November, 2004.



 Michael A. Silva,
 Duly Authorized Representative of a
 Member

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 TALLAHASSEE FLORIDA
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for EXCHANGE ADVISORS, LLC 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 acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 5th day of November, 2004.

INTRASTATE REGISTERED AGENT CORPORATION

By: Michael A. Silva
Name: Michael A. Silva
Title: Vice President

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