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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
ENTERPRISE RISK MANAGEMENT / SAS 70, L.L.C.

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ARTICLES OF ORGANIZATION
OF
ENTERPRISE RISK MANAGEMENT / SAS 70, L.L.C.
a Florida Limited Liability Company

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company (the "company") shall be **ENTERPRISE RISK MANAGEMENT / SAS 70, L.L.C.**

ARTICLE II
PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE III
PLACE OF BUSINESS IN THE STATE

The mailing address and principal place of business of the company in the State of Florida shall be:

One S.E. Third Avenue
 Suite 2250
 Miami, Florida 33131

Arturo J. Aballí
 One S.E. Third Ave., Suite 2250
 Miami, Florida 33131
 Tel: (305) 373-6600
 Florida Bar # 168383

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**ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.
2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

**ARTICLE VI
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Operating Agreement or if no Operating Agreement or other member resolution is then in effect upon the consent of all members.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 12 day of November, 2004.

AMKE Registered Agents, L.L.C.

By: 
Ana Maria Escagedo
Vice President

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Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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CERTIFICATE OF REGISTERED AGENT

OF

ENTERPRISE RISK MANAGEMENT / SAS 70, L. L. C.

a Florida Limited Liability Company

Pursuant to Chapter 808 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ENTERPRISE RISK MANAGEMENT / SAS 70, L. L. C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 12 day of November, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: *Ana Maria Escagedo*
Ana Maria Escagedo
Vice President

Dated: 11/12/04 AMK:SL

Arturo J. Aballí
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Miami, Florida 33131
Tel: (305) 373-6600
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