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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

TC WPB EQUITIES LLC

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| Certificate of Status | 1 |
| Certified Copy | 1 |
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ARTICLES OF ORGANIZATION

OF

TC WPB EQUITIES LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company is TC WPB EQUITIES LLC.

ARTICLE II. ADDRESS

The mailing address of the limited liability company is 55 Fifth Avenue, 15th Floor, New York, New York 10003 and the street address of the principal office of the limited liability company is the same.

The street address of the initial registered office of the limited liability company is One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of the initial registered agent of the limited liability company at that address is Angell Corporate Services, Inc.

ARTICLE III. TERM OF EXISTENCE

This limited liability company is to exist perpetually.



Gregory E. Young, Authorized Representative of a Member

Signature of a member or authorized representative of a member.

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

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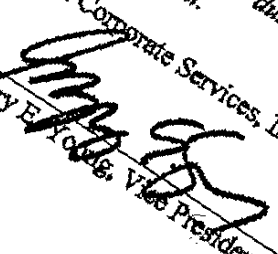
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is TC WPB EQUITIES LLC.
2. The name and address of the registered agent and office is:
Angell Corporate Services, Inc.
One North Clematis Street, Suite 400
West Palm Beach, Florida 33401

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, the undersigned hereby
accepts the appointment as registered agent and agree to act in this capacity. The undersigned
further agrees to comply with the provisions of all statutes relating to the proper and complete
performance of its duties, and is familiar with and accepts the obligations of its position as
registered agent.

Angell Corporate Services, Inc.

Gregory E. Young, Vice President

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is TC WPB EQUITIES LLC.
2. The name and address of the registered agent and office is:

Angell Corporate Services, Inc.
One North Clematis Street, Suite 400
West Palm Beach, Florida 33401

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Angell Corporate Services, Inc.



Gregory E. Young, Vice President

November 18, 2004

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