

JAN. 13. 2005 4:46PM
Division of Corporations

ROGERS TOWERS

NO. 0052 P. 1

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 396-3911
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LIMITED LIABILITY COMPANY

VTEC Holdings II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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ROGERS TOWERS

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**ARTICLES OF ORGANIZATION
OF
VTEC HOLDINGS II, LLC**

ARTICLE I - NAME

The name of this Limited Liability Company is VTEC HOLDINGS II, LLC (the "Company").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is Michael A. Wodrich.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be manager-managed.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Organization this 12th day of January, 2005.

VTEC HOLDINGS II, LLC

By: 

Michael A. Wodrich
Authorized Agent of a Member

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ROGERS TOWERS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

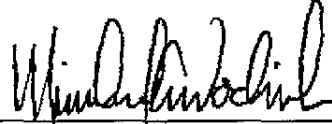
Pursuant to the provisions of Section 608.415, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

VTEC HOLDINGS II, LLC

2. The name and address of the registered agent and office are Michael A. Wodrich, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

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.



Michael A. Wodrich

Date: January 12, 2005

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