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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Palmerston, LLC.
5200 Vineland Rd, Suite 100
Orlando, FL 32811

600046192396

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization
For
PALMERSTON LLC.
A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be PALMERSTON, LLC.

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of the Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **Address.** The mailing address and street address for the Company shall be 5200 Vineland Road, Suite 100, Orlando, Florida 32811

4. **Registered Agent and Office.** The name of the initial registered agent for this company is Rakesh Sharma, and his street address is 5200 Vineland Road, Suite 100, Orlando, Florida 32811.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. **Management of Company.** The business of the Company shall be managed by two managers. The Company shall be a Member Managed Company. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name	**Address**
Rakesh Sharma	5200 Vineland Road Suite 100 Orlando, Florida 32811

Suresh K. Gupta

5200 Vineland Road
Suite 5200
Orlando, Florida 328

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and acknowledged by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.
9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members, unless vested in the Members of the company by any subsequent amendments to these Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.
10. **Informal action of Members**. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.
11. **Transferability of Member's Interest**. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations of the Company. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent the transferee of the interest of such member shall have no right to participate on the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.
12. **Withdrawal or Reduction of Member's Contributions to Capital.** A Member shall not receive out of the Company property any part of his or its contribution to capital until:

    (a) All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
    (b) The consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
    (c) These articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

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IN WITNESS WHEREOF, the undersigned incorporators hands and seals this 28th day of January, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Suresh K. Gupta

Rakesh Sharma

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared SURESH K. GUPTA, and RAKESH SHARMA, all to me personally known, and they acknowledged to and before me that they executed the same for the purposes therein expressed.

Dated this 28 day of January 2005

Notary Public Carollyn R. Jhurilal
State of Florida at Large

My Commission Expires:

CAROLYN R. JHURILAL
Notary Public - State of Florida
My Commission Expires Sep 30, 2006
Commission # DD 154389
Bonded By National Notary Assn.

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company, 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 in Chapter 608, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rakesh Sharma

STATE OF FLORIDA
COUNTY OF ORANGE

Before the undersigned authority personally appeared Rakesh Sharma, who on oath says:

1. That he is a member and authorized representative of PALMERSTON, LLC.
2. That PALMERSTON, LLC. has at least two members.
3. The amount of the cash contributed to the Company by the members is $2,000.00.
4. The members have not agreed to contribute property to the Company other than cash.
5. The members do not anticipate making additional contributions of cash or property to the Company.

Further affiant sayeth naught.
Sworn to and subscribed before me this 28th day of January 2005, by Rakesh Sharma, who is personally know to me ~~or who has produced a valid Florida Driver's License~~ as identification.

Carolyn R. Jhurilal
Notary Public
Carolyn R. Jhurilal
Printed Name
My Commission Expires

CAROLYN R. JHURILAL
Notary Public - State of Florida
My Commission Expires Sep 30, 2006
Commission # DD 154389
Bonded By National Notary Assn.