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BERGER SINGERMAN

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LIMITED LIABILITY COMPANY

VP Newfried LLC

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ARTICLES OF ORGANIZATION
OF
VP NEWFRIED LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is VP Newfried LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

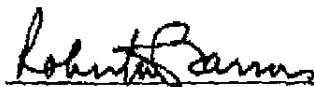
The mailing address and street address of the principal office of the Company is 1215 SE 2nd Avenue, Suite 201, Ft. Lauderdale, Florida 33316.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent are BSPA Corporate Services, Inc., 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 14th day of June, 2005.

VP NEWFRIED LLC



Robert W. Barron
Authorized Representative

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BERGER SINGMAN → 850-205-0381

NO. 368 006

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed in Article III of the Articles of Organization, 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 for in Chapter 608, F.S.

BSPA CORPORATE SERVICES, INC.

By: Robert W. Baruch
Robert W. Baruch, Vice President

Dated: 6/14/05

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