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(Requestor's Name)

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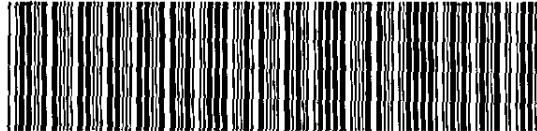
(Business Entity Name)

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/18/2005

REF. #: 000153.44571

CORP. NAME: APR HOLDINGS, LLC

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- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 515⁰⁰⁰ FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
APR HOLDINGS, LLC**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is APR Holdings, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is: APR Holdings, LLC, 13901 Sutton Park Drive South, Suite 330, Jacksonville, FL 32224.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is: R.Keith Berte, APR Holdings, LLC, 13901 Sutton Park Drive South, Suite 330, Jacksonville, FL 32224.

ARTICLE IV

Organizing Member

The name and address of the authorized representative of the Company executing these Articles of Organization is: R.Keith Berte, 13901 Sutton Park Drive South, Suite 330, Jacksonville, FL 32224.

ARTICLE V

Management

The Company shall be a member-managed company.

Dated effective as of this 17th day of November, 2005.

By: R. Keith Berte

R. Keith Berte

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TALLAHASSEE, FLORIDA

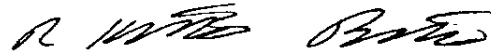
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 17 day of November, 2005.

REGISTERED AGENT:

A handwritten signature in dark ink, appearing to read "R. Keith Berte", is written over a horizontal line.

R. Keith Berte