

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.**SDM HOLDING, LLC**

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**ARTICLES OF ORGANIZATION
OF
SDM HOLDING, LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be SDM Holding, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402(24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 3030 Hartley Road, Suite 290, Jacksonville, Florida 32257.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of the Company shall be 3030 Hartley Road, Suite 290, Jacksonville, Florida 32257, and its initial registered agent at such office shall be Frederic S. Goldstein.

**ARTICLE V
MANAGEMENT OF THE COMPANY**

The Company shall be a manager-managed company managed by its managers in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

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IN WITNESS WHEREOF, the undersigned, being a Manager of the Company, has executed the Articles of Organization on behalf of the Company in accordance with §608.407(4) of the Act.

Dated this 12th day of January, 2006.



Frederic S. Goldstein, Manager

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

SDM Holding, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Frederic S. Goldstein as its registered agent to accept service of process within the State of Florida and the address of the registered office shall be 3030 Hartley Road, Suite 290, Jacksonville, Florida 32257.


Dated this 12th day of January, 2006.

SDM HOLDING, LLC


Frederic S. Goldstein, Manager

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 12th day of January, 2006.


Frederic S. Goldstein

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