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DIVISION OF CORPORATION

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WINDWARD CAPITAL, LLC

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**ARTICLES OF ORGANIZATION
OF
WINDWARD CAPITAL, 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 WINDWARD CAPITAL, 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 5472 First Coast Highway, Suite 6, Amelia Island, Florida 32034.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of the Company shall be 50 North Laura Street, Suite 2800, Jacksonville, Florida, and its initial registered agent at such office shall be MOTOLAW, LLP.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in §608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

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**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be a member managed company managed by its members in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned, being a member or an authorized representative of the Company, has executed these Articles of Organization on behalf of the Company in accordance with §608.407(4), of the Act.

Dated this 4th day of May, 2006.

WINDWARD CAPITAL, LLC

By: 
Terry A. Moore, Authorized Representative

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TALLAHASSEE FLORIDA

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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:

WINDWARD CAPITAL, 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 MOTOLAW, Inc., a Florida corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

Dated this 4th day of May, 2006.

WINDWARD CAPITAL, LLC

By: Terry A. Moore

Terry A. Moore, Esq., Authorized Representative

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 4th day of May, 2006.

MOTOLAW, Inc.

By: Robert G. Shaffer, II

Robert G. Shaffer, II, President

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TALLAHASSEE, FLORIDA

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