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To:

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Fax Number : (850) 205-0383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VICTORY INVESTMENT MANAGEMENT LLC.

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ARTICLES OF ORGANIZATION  
OF  
VICTORY INVESTMENT MANAGEMENT LLC

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Limited Liability Company is: VICTORY INVESTMENT MANAGEMENT LLC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV  
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 736 Davis Road, Coral Gables, FL 33143. The Board of Managers may from time to time move the principal office to another address in Florida.

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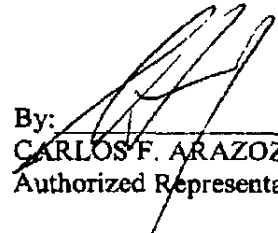
ARTICLE V  
REGISTERED OFFICE, REGISTERED AGENT

That VICTORY INVESTMENT MANAGEMENT LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, PA, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI  
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager of the Company shall be THOMAS A WENRICH., of 736 Davis Road, Coral Gables, FL 33143.

WITNESS the hand and seal of the authorized representative of Manager in Miami-Dade County, State of Florida, this 6<sup>th</sup> day of June, 2006.

By:   
CARLOS F. ARAZOZA  
Authorized Representative

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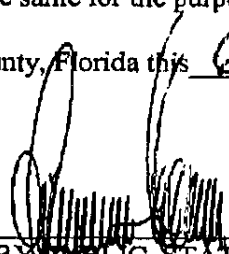
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

PERSONALLY appeared before me, Carlos F. Arazoza, the Authorized Representative of VICTORY INVESTMENT MANAGEMENT LLC. who is personally known to me, who being by me first duly sworn, acknowledges that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 6<sup>th</sup> day of June, 2006.



Laura Kohn  
Commission #DD319617  
Expires: May 16, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That VICTORY INVESTMENT MANAGEMENT LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, PA, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT  
Arazoza & Fernandez-Fraga, PA

By:   
CARLOS F. ARAZOZA  
Managing Director  
June 6, 2006

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