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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PANTHEON CONSULTING GROUP, LLC

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ARTICLES OF ORGANIZATION

OF

PANTHEON CONSULTING GROUP, 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 PANTHEON CONSULTING GROUP, 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 323 Pablo Road, Ponte Vedra Beach, Florida 32082.

ARTICLE IV REGISTERED AGENT

The initial registered office of the Company shall be 50 North Laura Street, Suite 2500, Jacksonville, Florida, and its initial registered agent at such office shall be Terry A. Moore.

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 manager managed company managed by its manager or managers 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 October, 2006.

PANTHEON CONSULTING GROUP, LLC

By: 
Terry A. Moore, Authorized Representative

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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:

PANTHEON CONSULTING GROUP, 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 Terry A. Moore 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 October, 2006.

PANTHEON CONSULTING GROUP, LLC

By: 
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 October, 2006.


Terry A. Moore, Registered Agent