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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 689555 7377485

AUTHORIZATION :

A handwritten signature in black ink, appearing to read "Lynette", is written over the word "AUTHORIZATION".

COST LIMIT : \$ 125.00

ORDER DATE : December 28, 2006

ORDER TIME : 12:12 PM

ORDER NO. : 689555-005

CUSTOMER NO: 7377485

DOMESTIC FILING

NAME: TERMGUARD USA, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
TERMGUARD USA, LLC
A Florida Limited Liability Company

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name

The name of the limited liability company (hereinafter referred to as the "Company") is:

TERMGUARD USA, LLC

ARTICLE II — Address

The street address of the principal office and the mailing address of the Company is:

1229 N. Franklin Street, Suite E
Tampa, Florida 33602

ARTICLE III — Registered Agent

The name and the Florida street address of the initial registered agent are:

Lina Angelici, Esq.
Williams Schiffno Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

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ARTICLE IV — Management

The Company is to be managed by its managers, and is therefore a manager-managed limited liability company. The name and address of the initial managers of the Company are as follows:

Name:

Robert C. Mauldon

William J. Matheson

Address:

1229 N. Franklin Street, Suite E
Tampa, Florida 33602

P.O. Box 239
Mt. Lawley, Western Australia, 6929, Australia

ARTICLE V — Operating Agreement

Any Operating Agreement, as defined in Section 608.402(24) of the Florida Limited Liability Company Act ("FLLCA"), relating to the Company, must be in writing and signed by all of its members.

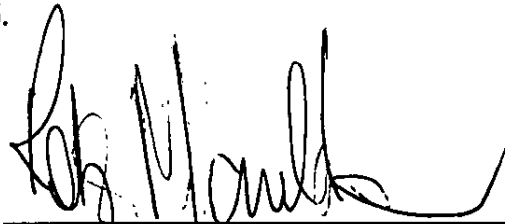
ARTICLE VI — Limitation on Agency Authority of Members

Pursuant to Section 608.4235 of FLLCA, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE VII — Date of Existence

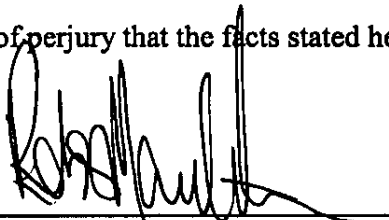
Pursuant to Section 608.409(1) of FLLCA, the existence of the Company shall commence effective upon the acceptance of the filing hereof by the Florida Department of State.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 11th day of December, 2006.



Robert C. Mauldon, Authorized Representative

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Robert C. Mauldon

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for TERMGUARD USA, LLC at the place designated in this statement below. 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 under Chapter 608, Florida Statutes.

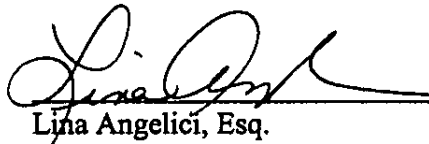
IN WITNESS WHEREOF, I have signed this Statement Accepting Appointment as Registered Agent this 11th day of December, 2006.



Lina Angelici, Esq., Registered Agent
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Lina Angelici, Esq.