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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LISA & SOUSA, LTD.

ATTORNEYS AT LAW

(A PROFESSIONAL CORPORATION)

5 Benefit Street
Providence, Rhode Island 02904
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• (Also Member of Massachusetts Bar)
† (Also Member of District of Columbia Bar)

February 28, 2008

Florida Department of State
Registration of Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: **TC Payroll, LLC**
Our File #New


To the Clerk:

Please file the enclosed Articles of Organization and return a Certified Copy to this office. The Articles of Organization, Cover Letter, and filing fee check are enclosed. A return Federal Express envelope is also enclosed for your use.

Thank you.

Very truly yours,

LISA & SOUSA, LTD.



Louis A. Sousa

Enclosure
LAS:drp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TC PAYROLL, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Louis A. Sousa, Esq.
(Name of Person)

Lisa & Sousa, Ltd.
(Firm/Company)

5 Benefit Street
(Address)

Providence, RI 02904
(City/State and Zip Code)

For further information concerning this matter, please call:

Louis A. Sousa, Esq. at (401) 274.0600
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TC PAYROLL, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

850 NW Federal Highway, Suite 233
Stuart, FL 34994

Mailing Address:

850 NW Federal Highway, Suite 233
Stuart, FL 34994

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

James E. Allen

Name

850 NW Federal Highway, Suite 233

Florida street address (P.O. Box NOT acceptable)

Stuart FL 34994

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S.

James E. Allen
Registered Agent's Signature (REQUIRED)

James E. Allen

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR, MGRM

James E. Allen

10 Woburn Street

Lexington, MA 02420

MGR

Mark P. Cafua

c/o 10 Woburn Street

Lexington, MA 02420

MGRM

CFI MANAGEMENT LLC

2711 Centerville Road, Suite 4

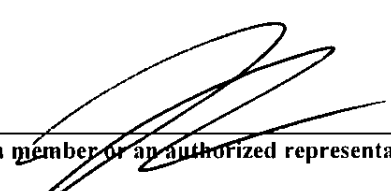
Wilmington, DE 19808

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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OPTIONAL
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

James E. Allen, Member

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)