

NOV-18-2008 (TUE)

15:59 CARLTON FIELDS

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

FF ACQUISITION, LLC

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**ARTICLES OF ORGANIZATION  
OF  
FF ACQUISITION, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is FF Acquisition, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 6075 Poplar Avenue, Suite 300, Memphis, Tennessee 38119.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is CFRA, LLC, Corporate Center Three at International Plaza, 4221 West Boy Scout Boulevard, Tampa, Florida 33607-5736.

**ARTICLE IV. MANAGEMENT**

The Company shall be a member-managed limited liability company.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 18th day of November, 2008.

  
\_\_\_\_\_  
Carlos A. Mas, Esq., Authorized  
Representative

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of FF Acquisition, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent.

CFRA, LLC, a Florida Limited Liability Company

By: 

Carlos A. Mas, Esq., Authorized Representative

Dated: November 18, 2008

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