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FLORIDA/FOREIGN LIMITED LIABILITY CO.
Mainstay Retirement Management Co., LLC

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ARTICLES OF ORGANIZATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

MAINSTAY RETIREMENT MANAGEMENT CO., LLC

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this limited liability company is "MAINSTAY RETIREMENT MANAGEMENT CO., LLC" (the "*Company*").

ARTICLE II
MAILING AND STREET ADDRESS

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

5574 Commercial Boulevard
Winter Haven, Florida 33880

ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV
REGISTERED AGENT

The name of the initial registered agent and the address of the initial registered office of the Company is as follows:

N. Dwayne Gray Jr., Esq.
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

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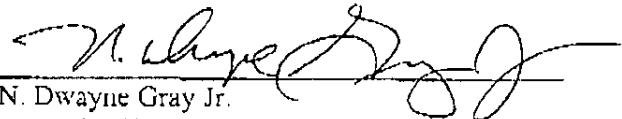
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ARTICLE V
APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.


N. Dwayne Gray Jr.
Authorized Representative

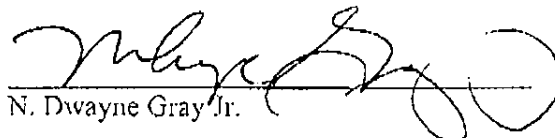
ACCEPTANCE OF DESIGNATION

OF

REGISTERED AGENT

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company.

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 of the Florida Statutes.


N. Dwayne Gray Jr.

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