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FLORIDA LIMITED LIABILITY CO.
VP ASSET ADVISORS, LLC

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ARTICLES OF ORGANIZATION
OF
VP ASSET ADVISORS, LLC

Pursuant to section 608.407 of the Florida Limited Liability Company Act, 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") is VP Asset Advisors, 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 and street address of the principal office of the Company shall be 101 Preston Court, Suite 101, Macon, Georgia 31210.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The initial registered office of the Company shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224, and its initial registered agent at such office shall be Reznicek, Fraser, Hastings, White & Shaffer, P.A., Attention: Thomas J. Fraser, Jr.

ARTICLE V
MANAGEMENT OF THE COMPANY

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The name and street addresses of the initial Manager of this Company is:

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<u>Name</u>	<u>Address</u>
Jerry L. Stephens	101 Preston Court, Suite 101 Macon, Georgia 31210

IN WITNESS WHEREOF, the undersigned members of the Company have executed these Articles of Organization on behalf of the Company in accordance with §608.407 of the Act.

Dated this 6th day of August, 2010.



Jerry L. Stephens, Manager

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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:

VP Asset Advisors, 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 Reznicek, Fraser, Hastings, White & Shaffer, P.A., Attention: Thomas J. Fraser, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.

Dated this 6th day of August, 2010.


Jerry L. Stephens, Manager

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 6th day of August, 2010.

Reznicek, Fraser, Hastings, White &
Shaffer, P.A., Registered Agent

By: 

Thomas J. Fraser, Jr., Clerk

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