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DIVISION OF CORPORATIONS

JONES, FOSTER, JOHNSTON & STUBBS

NO. 935 Page 1 of 1

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FLORIDA LIMITED LIABILITY CO.
RG COUNSELORS, INC.

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**ARTICLES OF ORGANIZATION
OF
RG COUNSELORS, LLC**

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

**ARTICLE I
Name**

The name of the Limited Liability Company is "RG COUNSELORS, LLC".

**ARTICLE II
Address**

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

c/o Intech Investment Management, LLC
525 Okeechobee Blvd, Suite 1800
West Palm Beach, FL 33401

**ARTICLE III
Registered Agent and Registered Office**

The name and the Florida street address of the Registered Agent are:

William K. Caler, Jr.
c/o CALER, DONTEN, LEVINE, PORTER & VEIL, P.A.
505 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401

**ARTICLE IV
Manager(s) or Managing Member(s)**

The name and address of the Manager is as follows:

Title:	Name and Address:
MGR	Robert A. Garvy 200 Esplanade Way Palm Beach, FL 33480

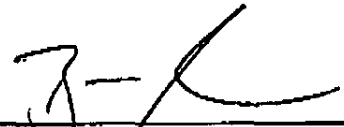
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ARTICLE V
Commencement

The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

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.

Date: February 1, 2012



BRIAN D. KENNEDY, Authorized
Representative

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That RG COUNSELORS, LLC desiring to organize under the laws of the State of Florida, has named William K. Caler, Jr., 505 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Registered Agent


William K. Caler, Jr.

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