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FAX #: (850)922-4000

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA  
CONTACT: JULIO C EXQUIVEL  
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)681-2582

258-6382

NAME: ROSASCO & SAUNDERS, C.P.A.'S, L.L.C.

AUDIT NUMBER.....H98000000148

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 7

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 6, 1998

TAMPA CORPORATE SERVICES, INC.  
JULIO C. EXQUIVEL  
% CORPORATE CREATIONS  
TAMPA, FL 33647

SUBJECT: ROSASCO & SAUNDERS, C.P.A.'S, L.L.C.  
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:

Rosasco & Saunders, C.P.A.'s, L.L.C.

### Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

### Article III. Address

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

Rosasco & Saunders, C.P.A.'s, L.L.C.  
24800 Overseas Highway  
Summerland Key FL 33042

### Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Peter Rosasco, Jr.  
24800 Overseas Highway  
Summerland Key FL 33042

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### Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

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Tampa FL 33647  
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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the member. The name and address of each members is:

Peter Rosasco  
24800 Overseas Highway  
Summerland Key FL 33042

Scott A. Saunders  
24800 Overseas Highway  
Summerland Key FL 33042

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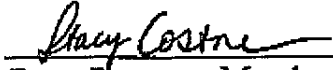
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Article IX. Company Existence

The Company's existence shall begin effective as of January 5, 1998

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
\_\_\_\_\_  
Peter Rosasco, Member  
Stacy R. Costner as attorney-in-fact

Date: January 6, 1998

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## Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:  
Rosasco & Saunders, C.P.A.'s, L.L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Peter Rosasco, Member  
Stacy R. Costner as attorney-in-fact

Date: January 6, 1998

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Rosasco & Saunders, C.P.A.'s, L.L.C.

**REGISTERED AGENT/OFFICE:**

Peter Rosasco, Jr.  
24800 Overseas Highway  
Summerland Key FL 33042

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Peter Rosasco, Jr.  
Stacy R. Costner as attorney-in-fact

Date: January 6, 1998

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