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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.

ACCT#: 075471001363

CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305)374-5600

FAX #: (305)374-5095

NAME: CFPGP, LLC.

AUDIT NUMBER.....H98000017486

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 4

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**ARTICLES OF ORGANIZATION OF
CFPGP, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is **CFPGP, LLC**.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

One S.E. Third Avenue
28th Floor
Miami, Florida 33131

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial Managers of the limited liability company and their addresses are listed below:

Michael Carpenter
One S.E. Third Avenue
28th Floor
Miami, Florida 33131

Craig Farlie
One S.E. Third Avenue
28th Floor
Miami, Florida 33131

The foregoing persons are to serve as managers of the limited liability company until successors are elected and qualified.

Prepared by:
L. Frank Cordero, Esq.
One S.E. 3rd Avenue, 28th Floor,
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 869996
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ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 17th day of September, 1998.



Craig Farina, Manager and Member

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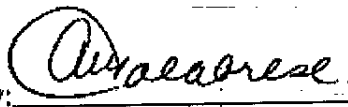
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **CFPGP, LLC**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of September, 1998.

AMERICAN INFORMATION SERVICES, INC.

By: 

Angelica M. Calabrese, Vice President

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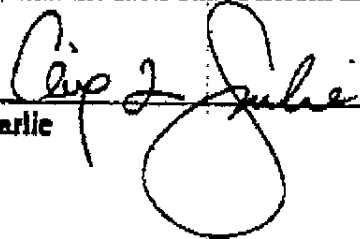
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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned member of CFPGP, LLC, deposes and says:

1. CFPGP, LLC, has two members.
2. The total amount of cash contributed by the members is \$100.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The amount of cash or property anticipated to be contributed by the members is \$0.
5. The total amounts of 2, 3 and 4 is \$100.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Craig Farlie

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