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LAW OFFICES OF
CLIFFORD FOSTER III, P.C.

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January 19, 1999

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Florida Department of State, Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Michelle Hodges, Document Specialist

VIA FEDERAL EXPRESS

RE: Ref. Number: W99000000428/Letter #699A00000736
Orion of Florida, L.C./Orion Financial Company, L.C.

Dear Ms. Hodges:

Enclosed please find the following:

1. Copy of your referenced letter dated January 7, 1999

2. Original and 2 photocopies of Articles of Organization of Orion Financial Company, L.C., having an effective date of January 1, 1999, and an original and copies of the same document having an effective date of January 20, 1999--I was not sure from your letter whether this corrected name filing could have the same effective date as that set forth in the original filing (1-1-99), or whether a later date must be selected, thus the alternative documents. I prefer the effective date of 1-1-99 if possible--otherwise, use the documents with the 1-20-99 effective date

2. LFCF Trust Account check #4912 for \$346.25. I assume you retained my earlier check #4888, but am forwarding the second check out of caution because of the urgency of getting these Articles recorded--Please return the check that you choose not to use in the enclosed self-addressed, stamped envelope, together with the Certified copy and the Certificate of Status

If you have any questions regarding these enclosures, or if there are any problems with completing this filing, please call me at 1-800-888-0984.

Thanking you for your assistance and cooperation, I remain

Yours very truly,

Clifford Foster, III

BK
1/20/99

FILED
99 JAN 20 AM 10:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
99 JAN 20 PM 4:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WWW.DOS.STATE.FL.US



ORION Financial Payor, L.C.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 7, 1999

CLIFFORD FOSTER, III
6071 HIGHLAND CIRCLE SOUTH
MOBILE, AL 36608

SUBJECT: ORION OF FLORIDA, L.C.
Ref. Number: W99000000428

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 20 AM 10:40

We have received your document for ORION OF FLORIDA, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00000736

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 20 AM 10:40

**ARTICLES OF ORGANIZATION
OF
ORION FINANCIAL , L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 20 AM 10:40

ARTICLE I - Name:

The name of the Limited Liability Company is: ORION FINANCIAL , L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company:
4840 N.E. 28TH Avenue, Fort Lauderdale, Florida 33308.

ARTICLE III - Duration:

The Period of duration for the Limited Liability Company shall be: 30 years from the date that the articles of organization are filed with the Secretary of State for the State of Florida.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: Clifford Foster III, 6071 Highland Circle South, Mobile, Alabama 36608.

ARTICLE V - Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be: All members must consent to the admission of additional members, which consent may be given or withheld in the sole and absolute discretion of the members.

ARTICLE VI - Indemnification:

The Limited Liability Company shall indemnify to the fullest extent permitted by the Florida Limited Liability Company Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the company), by reason of the fact that the person is or was a member of the company, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the company, or serves or served at the request of the company as an authorized representative or as a fiduciary of an employee benefit plan, of another company, corporation, partnership, joint venture, trust or other enterprise. In addition, the company shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Limited Liability

Company Act.

ARTICLE VII - Members Right to Continue Business:

The right of the remaining members of the Limited Liability Company to 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 shall be: The business of the Limited Liability Company may be continued by the consent of all the remaining members.

ARTICLE VIII - Affidavit of Membership and Contributions

The undersigned member of ORION FINANCIAL, L.C., certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributions by the members to date is \$5,000.00.
- 3) if any, the agreed value of property other than cash contributed by the member is \$0.00.
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$50,000.00.

ARTICLE IX - Effective Date

These articles will be effective on January 28, 1999.



Signature of member.

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

Clifford Foster, III

Typed Name of Signee:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 AM 10:40

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 AM 10:40

1. The name of the limited liability company is ORION FINANCIAL, L.C.
2. The name and the Florida street address of the registered agent are:

Clinton M. Tarkoe
4840 N.E. 28th Avenue
Fort Lauderdale, Florida 33308

*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.*


Signature