

L99000002097

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To:

Division of Corporations  
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From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 354-4141  
Fax Number : (904) 358-2199

**LIMITED LIABILITY COMPANY**

**APS Holdings, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

APS HOLDINGS, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned, being the duly authorized managing member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is APS HOLDINGS, L.L.C. (the "Company").

ARTICLE II. ADDRESS

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

400 North Ashley Drive  
Suite 2300  
Tampa, Florida 33602

ARTICLE III. DURATION AND CONTINUATION

The Company's existence will commence on April 14, 1999, and the Company will exist perpetually, unless terminated in accordance with the Company's Regulations.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted as provided in the Regulations of the Company.

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## ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Regulations of the Company.

## ARTICLE VIII. MANAGEMENT

The Company affairs will be conducted, carried on, and managed by one (1) Manager, who will retain such position until removed and replaced by the Members of the Company as provided in the Regulations of the Company. The Manager will have the obligations and responsibilities described in the Regulations of the Company. The name of the initial Manager is APS MANAGEMENT, INC., and its address is 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602. The Manager will serve in that capacity until removed by the Members or until his successor is duly elected and qualified.

## ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company will be vested in the members of the Company.

Dated this 14th day of April, 1999.

APS MANAGEMENT, INC., a Florida  
corporation, as Managing Member

By 

L. Kinder Cannon, III  
Authorized Representative

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. 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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is APS HOLDINGS, L.L.C.
2. The name and address of the registered agent and office are:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

APS MANAGEMENT, INC., a Florida  
corporation, as Managing Member

By: 

L. Kinder Cannon, III  
Authorized Representative

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I accept the appointment as registered agent and agree to act in that 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.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: 

L. Kinder Cannon III, Vice President  
Registered Agent  
Dated: April 14, 1999

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, APS MANAGEMENT, INC., the authorized managing member of APS HOLDINGS, L.L.C., deposes and says:

1. It is the managing member of APS HOLDINGS, L.L.C., a Florida limited liability company (the "Company");
2. The Company has at least one member;
3. The total amount of cash contributed by the members is \$520.
4. The agreed value of property other than cash contributed by members is \$519,480. Such property consists of 99.9% of the equity interests in Corporate Integrity Services, L.C., a Florida limited liability company, and Hemisphere Key Consulting, L.L.C., a Delaware limited liability company.
5. The total amount of cash and property anticipated to be contributed to the Company by the member is \$520,000. This total includes amounts from 3 and 4 above.

APS MANAGEMENT, INC., a Florida  
corporation

By: 

L. Kinder Cannon, III  
Authorized Representative

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