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Fax Number : (850) 922-4003

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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LIMITED LIABILITY COMPANY

CPC ASSET MANAGEMENT, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 10, 1999

FAS-T CORP. AGENTS, INC.

SUBJECT: CPC ASSET MANAGEMENT, LLC
REF: W99000013530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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

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Gretchen Harvey
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**ARTICLES OF ORGANIZATION
OF
CPC ASSET MANAGEMENT, LLC
(a limited liability company)**

ARTICLE I - NAME

The name of this Limited Liability Company is **CPC Asset Management, LLC.**

ARTICLE II - ADDRESS

The mailing and business address of the principal office of this Limited Liability Company is 1000 Brickell Avenue, Suite 900, Miami, Florida 33131

ARTICLE III - DURATION

This period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

This Limited Liability Company is to be managed by its members and the name and address of the managing member is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Harold L. Connell | 1000 Brickell Avenue Suite 900 Miami, FL 33131 |

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted of this Limited Liability Company upon approval of a majority of the Managers, on such terms and conditions as may be approved by a majority of the Managers of this Limited Liability Company.

Prepared by: Stephen L. Perrone
1000 Brickell Ave. Suite 900
Miami, Florida 33131 Phone#(305)-702-5507

ARTICLE VI – MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, 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 as provided in the regulations of this limited liability company.

ARTICLE VII – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CPC Asset Management, LLC certifies:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$ 100,00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A.
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100,00.



Signature of a member or authorized representative of a 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)

**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.

1. The name of the limited liability company is:

CPC Asset Management, LLC.
2. The name and the Florida street address of the registered agent is:

| | |
|-------------------|----------------------|
| Harold L. Connell | 1000 Brickell Avenue |
| | Suite 900 |
| | Miami, FL 33131 |

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 obligation of my position as
registered agent.



Harold L. Connell