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LIMITED LIABILITY COMPANY
STAR SHOPPE TECHNOLOGIES, LLC

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November 15, 1999

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

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**ARTICLES OF ORGANIZATION
OF
STAR SHOPPE TECHNOLOGIES, LLC**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is Star Shoppe Technologies, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company are 13535 Feather Sound Drive, Suite 200, Clearwater, Florida 33762.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its initial registered agent at that address is David P. Burke.

ARTICLE IV

Management

The Company shall be a manager-managed company.

Dated this 15th day of November 1999.

Organizing Member:

TRANS-PACIFIC HOLDINGS, LLC,
a Florida limited liability company

By: 

Carl M. Bierbaum
Manager

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Hunter J. Brownlee, Esq.

Carlton Fields

P.O. Box 3239

Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 5th day of November 1999.

REGISTERED AGENT:

By: 

David P. Burke

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