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December 9, 1999

Federal Express

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Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

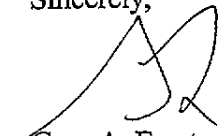
Re: Articles of Organization of Rivercode, LLC
Our File No. 3565-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization of Rivercode, LLC together with a check in the amount of \$155.00 payable to the Florida Department of State to cover filing fees.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,


Gary A. Forster

GAF/lih
Enclosures

FILED
99 DEC 10 PM 2:46
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR RIVERCODE, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is RIVERCODE, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1400 W. Fairbanks Avenue, Suite 102, Winter Park, Florida 32789.

**ARTICLE III
DURATION**

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

**ARTICLE IV
MANAGEMENT**

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

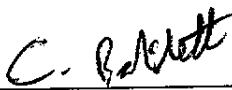
Chris Bartlett

1400 W. Fairbanks Avenue, Suite 102
Winter Park, Florida 32789.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 1400 W. Fairbanks Avenue, Suite 102, Winter Park, Florida 32789 and the initial Registered Agent at such address is Larry Chastang.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 9th day of December, 1999.

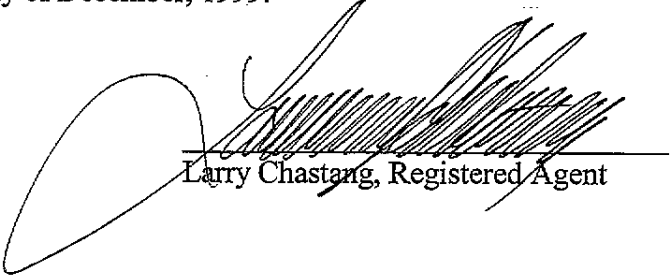

Chris Bartlett, Managing Member

FILED
DEC 10 PM 2:44
CLERK OF CIRCUIT COURT
JANUARY 1999
FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 9th day of December, 1999.



Larry Chastang, Registered Agent

FILED

99 DEC 10 PM 2:44

STATE OF FLORIDA
TALLAHASSEE, FLORIDA