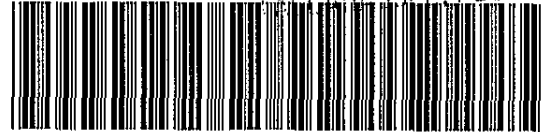


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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02/27/03--01032--010 **155.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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February 24, 2003

Florida Department of State
Registration Section
PO Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed an application to authorize Viseon Partners LLC, a foreign LLC, to transact business in Florida. Also enclosed are a certificate of good standing issued by the State of Delaware, a certificate of designation of a registered agent and a check in the amount of \$155.00 to cover the filing fees along with a certified copy.

Please do not hesitate to contact me if you should have any questions or need additional information, (321) 956-2000 ext. 203.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Yvonne Williams'.

Yvonne Williams
Partner

FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

1. VISEON PARTNERS LLC
(Name of foreign limited liability company)

2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 03-0505334
(FEI number, if applicable)

4. JANUARY 31, 2003
(Date of Organization)

5. 2028
(Duration: Year limited liability company will cease to exist or "perpetual")

6. FEBRUARY 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1901 S HARBOR CITY BLVD, SUITE 505
MELBOURNE, FL 32901
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

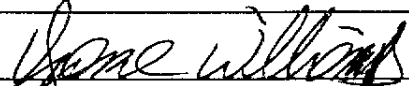
YVONNE WILLIAMS - 1901 S HARBOR CITY BLVD, STE 505, MELBOURNE, FL 32901

BILL PARIZEK - 6300 WISMER CIRCLE, DUBLIN, OH 43016

ROLF RUEGG - 224 CLARENDON ST, BOSTON, MA 02116

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: MARKET/PROMOTE
THE SERVICES OF ITS MEMBERS UNDER ONE COMMON BRAND AND NAME


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

YVONNE WILLIAMS
Typed or printed name of signee

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

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03 FEB 27 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

VISION PARTNERS LLC

2. The name and the Florida street address of the registered agent and office are:

VISION PARTNERS, INC.

(Name)

1901 S HARBOR CITY BLVD, SUITE 505

Florida street address (P.O. Box **NOT** ACCEPTABLE)

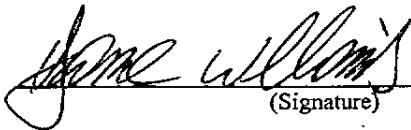
MELBOURNE

FL

32901

(City/State/Zip)

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 as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

The First State

PAGE 1

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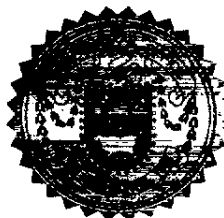
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISEON PARTNERS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VISEON PARTNERS LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3620677 8300

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AUTHENTICATION: 2261596

DATE: 02-14-03