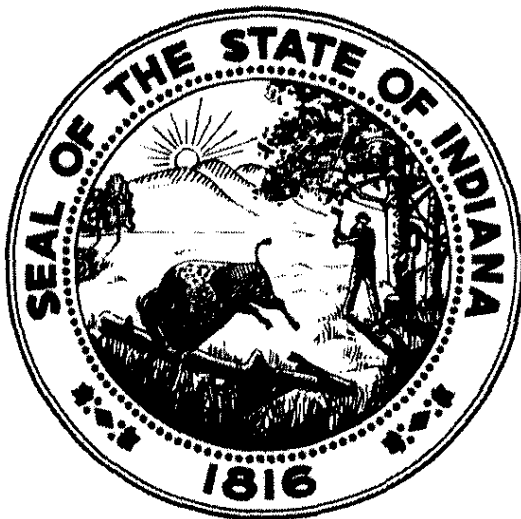


**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF ORGANIZATION
of
POYNTER & BUCHERI, LLC**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Organization of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 22, 2003.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 22, 2003.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

2003 1223 00128



ARTICLES OF ORGANIZATION

State Form 49459 (R / 1-03)
Approved by State Board of Accounts 1999

APPROVED AND INDIANA SECRETARY OF STATE FILED

TODD ROKITA SECRETARY OF STATE CORPORATIONS DIVISION 302 W. Washington St., Rm. E018 Indianapolis, IN 46204 Telephone: (317) 232-6576

DEC 22 AM 11:56

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments. Present original and one (1) copy to the address in upper right corner of this form. Please TYPE or PRINT. Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-18-2-4 FILING FEE: \$90.00

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a Limited Liability Company (hereinafter referred to as "LLC") pursuant to the provisions of: Indiana Business Flexibility Act, Indiana Code 23-18-1-1, et seq. as amended, executes the following Articles of Organization:

ARTICLE I - NAME AND PRINCIPAL OFFICE

Name of LLC (the name must include the words "Limited Liability Company", "L.L.C.", or "LLC")

POYNTER & BUCHER, LLC

Principal Office: The address of the principal office of the LLC is: (optional)

Table with 4 columns: Post office address, City, State, ZIP code. Values: 2601 S. SHELBY ST., SUITE 2; INDIANAPOLIS; IN; 46203

ARTICLE II - REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:

Table with 4 columns: Name of Registered Agent, Address of Registered Office (street or building), City, State, ZIP code. Values: DONALD POYNTER; 2601 S. SHELBY ST., SUITE 2; INDIANAPOLIS; Indiana; 46203

ARTICLE III - DISSOLUTION

- The latest date upon which the LLC is to dissolve:
The Limited Liability Company is perpetual until dissolution.

ARTICLE IV - MANAGEMENT

- The Limited Liability Company will be managed by its members.
The Limited Liability Company will be managed by a manager or managers.

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true,

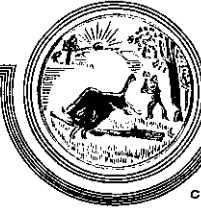
this 8 day of DECEMBER, 2003.

Table with 2 columns: Signature, Printed name. Values: Donald Poynter; DONALD POYNTER. Includes fields for 'This instrument was prepared by' and 'Address'.

STATE - INDIANA

STATE BOARD OF LAW EXAMINERS

SOUTH TOWER, SUITE 1070
115 WEST WASHINGTON STREET
INDIANAPOLIS, IN 46204
(317) 232-2552
FAX: (317) 233-3960



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ELKHART

ALONZO WEEMS, VICE PRESIDENT
INDIANAPOLIS

SHEILA M. CORCORAN, SECRETARY
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MUNCIE

STATE BOARD OF LAW EXAMINERS

CERTIFICATE OF APPROVAL OF

Poynter & Bucheri, LLC
As a Limited Liability Company

The undersigned hereby approves the Application for Certificate to practice under the Laws of the State of Indiana and Indiana Supreme Court Admission & Discipline Rule 27, subject to the approval of the Articles of Organization by the Secretary of the State of Indiana.

MARY PLACE GODSEY
Executive Director

Dated:

December 22, 2003