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ACCOUNT NO. : 072100000032

REFERENCE : 506474 82724A

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 125.00

ORDER DATE : April 1, 2002

ORDER TIME : 4:53 PM

ORDER NO. : 506474-005

CUSTOMER NO: 82724A

200005182072--6

CUSTOMER: Scott Duval, Esq
Conroy Coleman & Hazzard, P.a.

2640 Golden Gate Boulevard
Suite 115
Naples, FL 34105

DOMESTIC FILING

NAME: A.D.K.O.S., L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

RECEIVED
02 APR -2 AM 8:38
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
DCC CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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Examiner	Updater verifyer
Acknowledgement	P. Verifyer

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**ARTICLES OF ORGANIZATION
OF
A.D.K.O.S., L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is A.D.K.O.S., L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 866 Hyacinth Court, Marco Island, Florida 34145. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Peter G. Baker, who is a natural person at least eighteen (18) years old.

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ARTICLE V PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI MANAGEMENT

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Peter G. Baker
866 Hyacinth Court
Marco Island, Florida 34145

David Corey
1135 South Stream Road
Bennington, Vermont 05201

ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

ARTICLE VIII ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

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ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least one (1) remaining members.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE X DISTRIBUTIONS

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions

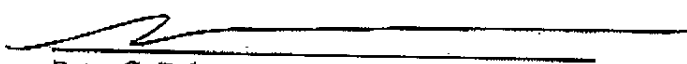
The Company may make winding-up distributions of property to its members as agreed by all of the members.

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**ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 1st day of April, 2002.


Peter G. Baker

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**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: A.D.K.O.S., L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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 accept the obligations of my position as registered agent.

(Signature)

3/28 2002

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