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LIMITED LIABILITY COMPANY

All Phase, LLC

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**ARTICLES OF ORGANIZATION
OF
ALL PHASE, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be: **ALL PHASE, LLC**

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 4164 Via Mirada, Sarasota, Florida 34238.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

William Kalish, Esq.
Akerman Senterfist
100 S. Ashley Dr., Ste. 1500
Tampa, FL 33602
Tel No.: (813) 223-7333
Fax No.: (813) 223-2837

Florida Bar No. 216712

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**ARTICLES OF ORGANIZATION
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**ARTICLE V
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members.

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

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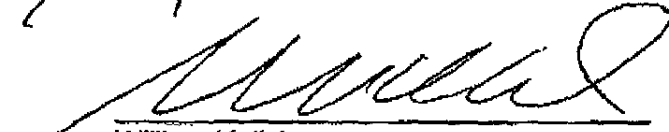
**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is c/o Akerman Senterfist, Wachovia Center, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent is William Kalish, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **ALL PHASE, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of May, 2003.


William Kalish,
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **ALL PHASE, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 12th day of May, 2003.

By 
William Kalish

ALL PHASE, LLC
REGISTERED AGENT
FLORIDA

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