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DEAN MEAD OF FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Brio Holdings, LLC

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ARTICLES OF ORGANIZATION

OF

BRIO HOLDINGS, LLC

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby form a limited liability company under the laws of the State of Florida and adopt the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Brio Holdings, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Company is 1177 Louisiana Avenue, Suite 204, Winter Park, Florida 32789, which is also the mailing address of the Company.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 1177 Louisiana Avenue, Suite 204, Winter Park, Florida 32789. The name of the registered agent of the Company at that address is Louis H. Nimkoff.

ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company. The name and address of the initial manager of the Company are:

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Louis H. Nimkoff
1177 Louisiana Avenue, Suite 204
Winter Park, Florida 32789

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Articles of Organization this 18th day of June, 2004.

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Louis H. Nimkoff, Manager

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Louis H. Nimkoff

Date: June 18, 2004