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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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05 JAN 04 11:45  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Granite State Investors, LLC

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 TALLAHASSEE, FLORIDA  
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- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date 1/4/05

Time 9:55

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

GRANITE STATE INVESTORS, LLC

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

1030 Military Trail, Lot 92  
Jupiter, Florida 33458

**ARTICLE III - Duration:**

This Limited Liability company shall exist perpetually from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Lane R. Stoudt, 39 Monica Drive, Nashua, NH  
William J. Thorndike, 1030 Military Trail, Lot 92, Jupiter, Florida  
William P. Zyla, 1030 Military Trail, Lot 85, Jupiter, Florida

**ARTICLE V - Restrictions on Membership**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

**FILED**  
05 JAN - 4 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

#### **ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

Subject to the majority approval of the remaining members

#### **ARTICLE VII PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities or any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interact thereof, and to aid, assist, or participate in any lawful enterprise in connection there with or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may

under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

#### **ARTICLE VIII PROFITS AND LOSSES**

(a) SHARING OF PROFITS. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits no less than annually as determined by the managing members. The distributive share of the profits shall be determined and paid to the members of the limited liability company upon written approval of all members.

(b) LOSSES. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, if any.

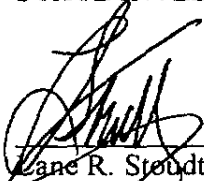
#### **ARTICLE IX LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the managing member of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE X INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the GRANITE STATE INVESTORS Limited Liability Company is 480 Maplewood Drive, Suite 5, Jupiter, Florida, 33458, and the name of the initial registered agent at such address is Timothy K. Anderson, Esquire.

THE UNDERSIGNED, being the original members of the limited liability corporation, hereby certify that the foregoing constitutes the proposed Articles of Organization of GRANITE STATE INVESTORS, LLC

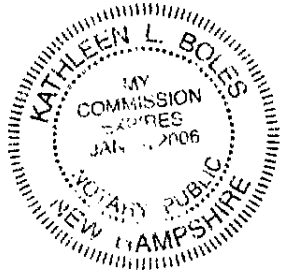
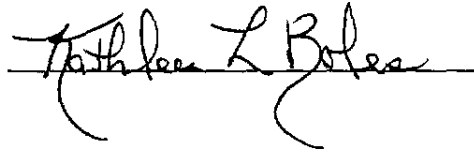


Lane R. Stoudt  
39 Monica Drive  
Nashua, NH

STATE OF *New Hampshire*  
COUNTY OF *Hillsborough*

The foregoing instrument was acknowledged before me this ~~30th~~ day of December, 2004 by Lane R. Stoudt, who is personally known to me.

Notary Seal



*William J. Thorndike*

William J. Thorndike  
1030 Military Trail, Lot 92  
Jupiter, FL 33458

STATE OF FLORIDA  
COUNTY OF PALM BEACH

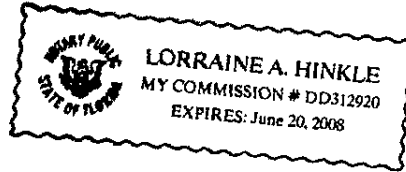
The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of <sup>January, 2005</sup> ~~December, 2004~~, by William J. Thorndike, who is personally known to me.

Notary Seal

*Lorraine A. Hinkle*

*William P. Zyla*

William P. Zyla  
1030 Military Trail, Lot 92  
Jupiter, FL 33458

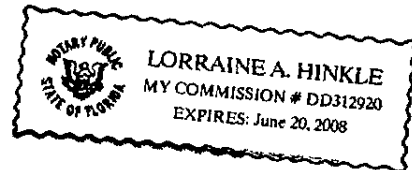


STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of <sup>January, 2005</sup> ~~December, 2004~~, by William P. Zyla, who is personally known to me.

Notary Seal

*Lorraine A. Hinkle*




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

PURSUANT TO THE PROVISIONS OF SECTION 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: GRANITE STATE INVESTORS, LLC , A Florida Limited Liability Corporation.
  
2. The name and address of the registered agent and office is:

Timothy K. Anderson  
480 Maplewood Drive, Suite 5  
Jupiter, Florida 33458

*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.*

  
\_\_\_\_\_  
Timothy K. Anderson