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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-29
[Signature]

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **NCT-128, LLC**

(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael King

(Name of Person)

NCF Corporation

(Firm/Company)

1408 North West Shore Blvd., Suite 504

(Address)

Tampa, FL 33622-2774

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Michael King

(404) 252-0100

at _____

(Name of Person)

(Area Code and Daytime Phone Number)

Enclosed is a check for the Filing Fee in the amount of \$125.00.

**ARTICLES OF ORGANIZATION
OF
NCT-128, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I – Name:

The name of the limited liability company (hereinafter referred to as the "Company") is:

NCT-128, LLC

ARTICLE II – Address:

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

1408 North West Shore Blvd, Suite 504
Tampa, Florida 33622-2774.

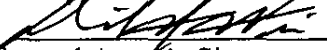
ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

NCF Corporation
1408 North West Shore Blvd, Suite 504
Tampa, Florida 33622-2774.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, the undersigned and duly authorized officer of said registered agent hereby, in behalf of said registered agent, accepts the appointment as registered agent and agrees to act in this capacity. Registered agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S..

NCF Corporation

By: , Its: _____
Registered Agent's Signature

ARTICLE IV – Manager:

The Company shall be managed by a Manager, who may, but need not, be the Member. The Manager, on behalf of the Company, shall have the power to do any and all acts necessary or convenient to, or for the furtherance of, the Company's business and affairs, except to lease, exchange, transfer or dispose of 10% or more of the property or assets of the Company, which shall require the written approval of the Member. The Manager may not adopt an operating agreement at any time without the written approval of the Member. Such written approval may be made by electronic mail or facsimile.

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ARTICLE V - Removal of Manager:

The Member, at any time and from time to time and for any reason, may remove a Manager then acting and elect a new Manager.

ARTICLE VII – Assignability of Membership Interest, Admission of a Successor Member:

The Member's interest in the Company is assignable, either voluntarily or by operation of law. In the event of any transfer of the Member's interest in the Company to a successor, the successor shall thereupon become a Member and the Company shall be continued. If the Member is an entity, such as a trust, that entity remains the Member even if the fiduciary of that entity, such as a trustee, changes.

ARTICLE VIII – Indemnification:

No indemnification will be provided to the Manager, except as determined by the Member on a case by case basis.

ARTICLE IX - Member Limit:

While the Company is in existence, the Company shall not have more than one member.


IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this ____ day of August, 2006.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NCF Corporation

By: , Its: _____
Signature of Organizer/Authorized Representative of Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Name of Officer of Organizer/Authorized Representative