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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850)617-6383

From: Account Name : GASSMAN & ASSOCIATES, P.A.
 Account Number : 075350000514
 Phone : (727)442-1200
 Fax Number : (727)443-5829

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GOODEN HOLDINGS OF FLORIDA, L.L.C.

Certificate of Status	0
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Page Count	01
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TALLAHASSEE, FLORIDA

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Help

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **GOODEN HOLDINGS OF FLORIDA, L.L.C.**

ARTICLE II - Address:

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

4400 Bayou Blvd., Suite 40
Pensacola, FL 32503

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE IV - Voting and Non-Voting Membership Interests.

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.

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ARTICLES OF ORGANIZATION OF GOODEN HOLDINGS OF FLORIDA, L.L.C.

Alan S. Gassman, Esquire
1248 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: H08002017983

ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman

Name

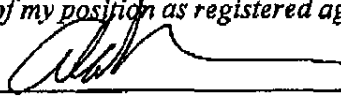
1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

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.

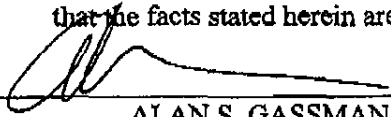


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a 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.)



ALAN S. GASSMAN

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