

Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

CMB CAPITAL, LLC

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**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
CMB CAPITAL, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: **CMB CAPITAL, LLC.**

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or managing member in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and
3. Unanimous written consent of all of the members.

ARTICLE III

Place of Business

The principal place of business and mailing address of this Company shall be 2841 Cobblestone Drive, Palm Harbor, FL 34684, and such other place or places as may be designated by the managing members from time to time.

This instrument was prepared by:
Peter A. Rivellini, Esquire
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Post Office Box 1368
Clearwater, Florida 33757-1368
Florida Bar No. 0067156

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ARTICLE IV
Registered Agent and Office

The initial registered agent for this Company shall be CLAY M. BIDDINGER, and the address of the registered agent for service of process shall be 2841 Cobblestone Drive, Palm Harbor, FL 34684.

ARTICLE V
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VI
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VII
Management of Business

The Company shall be managed by the managing member. The following person shall be the managing member to serve until his successor is elected and qualified:

<u>Name</u>	<u>Address</u>
CLAY M. BIDDINGER	2841 Cobblestone Drive Palm Harbor, FL 34684

IN WITNESS WHEREOF, the undersigned organizer of CMB HOLDINGS, LLC has executed these Articles of Organization this 1 day of March, 1999.



CLAY M. BIDDINGER, Managing Member

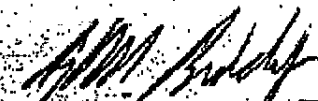
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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 2841 Cobblestone Drive, Palm Harbor, FL 34684, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.


CLAY M. BIDDINGER

DATED: 3/1/99

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared CLAY M. BIDDINGER, a member of CMB CAPITAL, LLC, a Florida limited liability company, who upon being duly sworn, certified as follows:

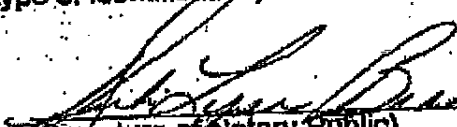
1. CMB CAPITAL, LLC has one (1) member.
2. The amount of current and anticipated capital contributions made by the members to CMB CAPITAL, LLC, in the aggregate, is Ten Million Dollars (\$10,000,000.00).



 CLAY M. BIDDINGER

STATE OF COLORADO)
 COUNTY OF Alameda

The foregoing instrument was acknowledged before me this 1st day of March, 1999, by CLAY M. BIDDINGER, as a member of CMB CAPITAL, LLC, a Florida limited liability company. Said individual is personally known to me; or has produced Driver License (type of identification) as identification.



 (Signature of Notary Public)

Will Lynn Rasmussen

 (Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number 5/1/2001

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