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TERENCE J. DALY
ATTORNEY AT LAW
4009 WEST ANGELES STREET
TAMPA, FLORIDA 33629

PHONE (813) 254-2124 • FAX (813) 254-2124

December 17, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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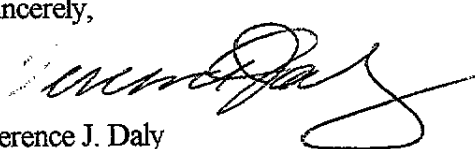
Re: Inventurous, L.L.C., Articles of Organization

L-395

Dear Sir/Madam:

Enclosed for filing with the Florida Division of Corporations (the "Division") are an executed original and one copy of the Articles of Organization of Inventurous, L.L.C., as well as an acceptance to serve as Registered Agent. Also enclosed is a check in the amount of \$125.00 representing the filing fee for the Articles of Organization (\$100.00) and designation of registered agent (\$25.00). After recording the documents, please return the documents to the undersigned at 4009 West Angeles Street, Tampa, Florida 33629.

Sincerely,


Terence J. Daly

TJD/
Enclosures

cc: Inventurous, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

INVENTUROS FILING

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TERENCE J. DALY
ATTORNEY AT LAW
4009 WEST ANGELES STREET
TAMPA, FLORIDA 33629
PHONE (813) 254-2124 • FAX (813) 254-2124

January 6, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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00 JAN 11 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Attention: Shawn Logan

Re: Inventurous, L.L.C., Articles of Organization

Dear Mr. Logan:

Pursuant to our telephone conversation today, enclosed is check number 1065 in the amount of \$125.00 which represents the filing fee for the Articles of Organization and designation of registered agent for Inventurous, L.L.C. I understand that the original filing fee represented by check number 1015 in the amount of \$125.00, which was included with the filing documents, has apparently been misplaced. Accordingly, I will instruct the Bank of Tampa to cancel payment on check number 1015. In the event the Division of Corporations locates the misplaced check, please forward the check to me. Lastly, if the check has been cashed such that a duplication of payments has occurred, I understand that a prompt refund to me will be issued. After recording the appropriate documents, please return the documents to me at 4009 West Angeles Street, Tampa, Florida 33629.

Sincerely,



Terence J. Daly

TJD/
Enclosure

cc: Inventurous, L.L.C.

INVENTDUPCK

ARTICLES OF ORGANIZATION
OF
INVENTUROUS, L.L.C.

The undersigned authorized representative does hereby certify that the persons so identified have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company shall be:

Inventurous, L.L.C.

ARTICLE II
PERIOD OF DURATION

The period of duration of the limited liability company shall be from the date of filing until the first to occur of the following:

- (a) Thirty (30) years from the date of the filing of these Articles of Organization with the Department of State; or
- (b) Dissolution of the limited liability company by law or by regulations adopted by members of the limited liability company.

ARTICLE III
PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

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ARTICLE IV
GENERAL POWERS

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property of any legal or equitable property, wherever situated.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:
 - (i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or
 - (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or any instrumentality thereof.
- (d) Make contracts or guarantees, or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal; property as security for the payment of funds so loaned or invested.
- (f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.
- (g) Elect or appoint managers and agents, define their duties, and fix their compensation.

**ARTICLES OF ORGANIZATION OF
INVENTUROUS, L.L.C.
PAGE 3**

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender its Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the members or managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Sue or be sued, or complain or defend, in its name.

(q) Have and exercise all other powers necessary or convenient to effect its purposes.

**ARTICLE V
ADDRESS AND PLACE OF BUSINESS**

The mailing address and the principal office in Florida for the limited liability company is 814 Eagle Lane, Apollo Beach, Florida 33572.

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**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 4009 West Angeles Street, Tampa, Florida 33629, and the name of its initial registered agent is Terence J. Daly. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII
ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

**ARTICLE VIII
MANAGEMENT**

The limited liability company shall be managed by one or more managers and the limited liability company shall be a manager-managed company (the "Manager"). The Manager shall consist of one member elected by a majority vote in interest of the members of the limited liability company. The Manager shall serve a term of the greater of (i) one year, or (ii) the period from her election until the election of her successor; provided, however, any Manager may be removed for cause as provided in the regulations of the limited liability company. The name and current address of the Manager who is to serve until the first annual meeting of the members or until its successor is elected and qualified is as follows:

Dana L. Neer
814 Eagle Lane
Apollo Beach, Florida 33572

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ARTICLE IX
CONTINUITY OF BUSINESS

Upon 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, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the unanimous consent or agreement of the remaining members.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by the Manager as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members, or in accordance with the regulations and/or agreement, if any, between the members of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE XI
REGULATIONS

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the limited liability company pertaining to regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

ARTICLE XII
ACKNOWLEDGMENT


The members of the limited liability company, through their undersigned authorized representative, does hereby certify that the foregoing constitutes the proposed Articles of Organization of Inventurous, L.L.C. The Articles of Organization may be

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**ARTICLES OF ORGANIZATION OF
INVENTUROUS, L.L.C.
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amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 1TH day of December, 1999.


TERENCE J. DALY, as authorized
representative for Dana L. Neer

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TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Inventurous, L.L.C., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

Executed this 17th day of December, 1999.



TERENCE J. DALY, ESQUIRE