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Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

PAPA BEAR, LLC

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**ARTICLES OF ORGANIZATION
OF**

PAPA BEAR, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PAPA BEAR, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 4074 Roberts Point Road, Sarasota, Florida 34242.

ARTICLE III - DURATION

The Company shall commence its existence on the date of subscription of these articles of organization. The Company's existence shall be perpetual.

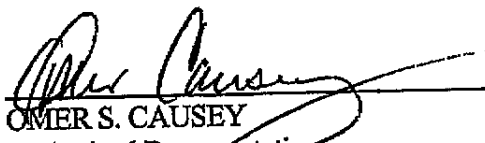
ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is OMER S. CAUSEY, 2070 Ringling Boulevard, Sarasota, Florida 34237.

ARTICLE V - MANAGEMENT

The Company shall be a member - managed company. The name and address of the sole initial member and the initial managing member who shall serve until a qualified successor is designated, shall be: NORMAN A. WORTHINGTON, 4074 Roberts Point Road, Sarasota, Florida 34242.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member of the Company has made and subscribed these articles of organization at Sarasota, Florida, on this 10th day of May, 2000.

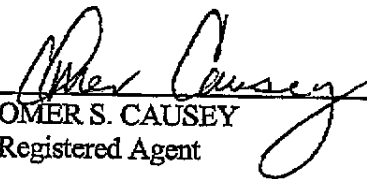

OMER S. CAUSEY
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of PAPA BEAR, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the of the position of registered agent.


OMER S. CAUSEY
Registered Agent

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