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LIMITED LIABILITY COMPANY

Gemini Holdings of South Florida, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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H00000058633 9

**ARTICLES OF ORGANIZATION  
OF  
GEMINI HOLDINGS OF SOUTH FLORIDA, L.L.C.**

The undersigned, being the sole Member and Organizer of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is as follows:

Gemini Holdings of South Florida, L.L.C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2025.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 222 Lakeview Avenue, Suite #800, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Keith A. James, Esq.

FIFTH: The mailing address and principal office of the Limited Liability Company is 8926 S.E. North Passage Way, Tequesta, Florida, 33469.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is as follows: Robert D. Shields, having an address at 8926 S.E. North Passage Way, Tequesta, Florida, 33469.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the sole Member is \$35,000. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

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TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company 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.

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on November 6<sup>th</sup>, 2000.

GEMINI COMMUNICATIONS, LLC, an  
Oklahoma limited liability company

By: Robert D. Shields

Robert D. Shields, Managing Member

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STATE OF VERMONT

COUNTY OF Washington

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2000, by Robert D. Shields, as Managing Member of Gemini Communications, LLC., an Oklahoma limited liability company, on behalf of the limited liability company, who is either: personally known to me, or \_\_\_\_\_ has produced identification:

Drivers License

Susan Neill  
print: Susan Neill

Notary Public

My commission expires on 2-10-03

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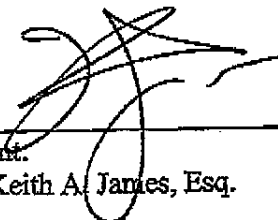
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**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, having been named as Registered Agent for Gemini Holdings of South Florida, LLC, hereby voluntarily consent to serve as Registered Agent for Gemini Holdings of South Florida, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: November 1, 2000

  
\_\_\_\_\_  
print.  
Keith A. James, Esq.

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