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December 15, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Limited Liability Company Section

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RE: BARTHELMESS FLORIDA, L.C.
Articles of Organization
Our File No.: B20662/72078

Dear Sir or Madam:

L-16087

Enclosed please the Articles of Organization for the above-referenced Corporation, along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$150.00 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,


Alexander Reus
FOR THE FIRM

AR/ler

Enclosures
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00 DEC 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION

OF

BARTHELMESS FLORIDA, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, adopt the following Articles of Organization:

ARTICLE I.
NAME

The name of this limited liability company shall be BARTHELMESS FLORIDA, L.C.

ARTICLE II.
ADDRESS

The street address and mailing address of the principal place of business of this limited liability company shall be c/o Becker & Poliakoff, P.A., 3003 Tamiami Trail North, Suite 210, Naples, FL 34103.

ARTICLE III.
DURATION

This limited liability company shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE IV.
MANAGEMENT

The limited liability company shall be managed by one or more managers. The name and address of the initial manager is:

NAME

Barcana Florida, Inc.

p-13896

ADDRESS

c/o Becker & Poliakoff, P.A.
3003 Tamiami Trail North, Suite 210
Naples, FL 34103

ARTICLE V.
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the consent of a majority of the existing members.

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TALLAHASSEE FLORIDA


ARTICLE VI.
PURPOSE

This limited liability company is being formed for the purpose of conducting any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE VII.
REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Limited Liability Company is Becker & Poliakoff, P.A., 3003 Tamiami Trail North, Suite 210, Naples, FL 34103 and the name of the initial registered agent located at that address shall be Alexander Reus, Esq.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on December 12, 2000.



Barcana Florida, Inc., a Florida corporation as member
By: Kurt Barthelmess, President

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, as stated in the Articles of Organization. I am familiar with the obligations of the position.



Alexander Reus, Esq.

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STATE OF FLORIDA
TALLAHASSEE