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NO.556 P.1/5

AUDIT NO: H01000018909 1

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LIMITED LIABILITY COMPANY

MANFREDI VUKOBRATOVICH, LLC

Certificate of Status	1
Certified Copy	1
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FEB.20.2001 11:16AM ROETZEL & ANDRESS

NO.556 P.3/5
AUDIT NO: H01000018909 1

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 1st day of February, 2001, by George Vukobratovich, as a member or authorized representative of a member of Manfredi Vukobratovich, LLC. He is (✓) personally known to me or () has produced _____ as identification.



NOTARY PUBLIC
Name: _____
(Type or Print)
My Commission Expires: _____



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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MANFREDI VUKOBRATOVICH, LLC**

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TALLAHASSEE, FLORIDA

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 Manfredi Vukobratovich, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE III -- REGISTERED OFFICE AND AGENT

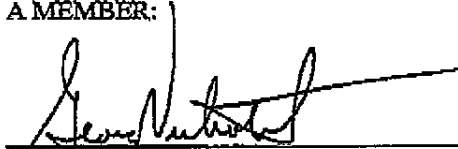
The name and street address of the registered agent of the Company in the State of Florida is Mark J. Price, Esq., 850 Park Shore Drive, Suite 300, Naples, Florida 34103.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company shall be George Vukobratovich whose address is 2400 Tamiami Trail North, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 19th day of February, 2001.

MEMBER OR AUTHORIZED REPRESENTATIVE OF
A MEMBER:


George Vukobratovich

MANFREDI VUKOBRATOVICH, LLC**ACCEPTANCE OF REGISTERED AGENT**

I, Mark J. Price, 850 Park Shore Drive, Suite 300, Naples, Florida 34103, being the person named in the Articles of Organization of Manfredi Vukobratovich, LLC, as the registered agent of this limited liability company, hereby consent to accept service of process for the limited liability company at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of registered agent as provided for in Chapter 608, F.S.


Mark J. Price
Registered Agent

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TALLAHASSEE, FLORIDA

**WAIVER OF OBJECTION
TO CONFLICT OF INTEREST**

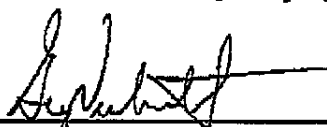
Rich Manfredi ("Manfredi") hereby acknowledges that Roetzel & Andress, a Legal Professional Association ("Roetzel & Andress"), represents Manfredi Vukobratovich, LLC, a Florida limited liability company (the "LLC"), and George Vukobratovich ("Vukobratovich"), and certain other entities in which Vukobratovich holds an equity interest, in various corporate and other matters. The undersigned hereby further acknowledges that the Operating Agreement for the LLC contains various issues where the interests of Vukobratovich and Manfredi may be adverse to each other, and Roetzel & Andress has not attempted to draft such Operating Agreement to favor either Member. Manfredi and Vukobratovich hereby waive any objection they have, or may hereafter have, to Roetzel & Andress acting as counsel for and on behalf of the LLC, as well as Vukobratovich on matters unrelated to the business of the LLC. The undersigned further acknowledges that Roetzel & Andress has made full disclosure of the facts and circumstances involved in representing Vukobratovich and the LLC, and the possible appearance of a conflict of interest in connection with such representation.

IN WITNESS WHEREOF, the undersigned has caused this Waiver to be executed this 19th of February, 2001.


Rich Manfredi


George Vukobratovich

Manfredi Vukobratovich, LLC,
a Florida limited liability company

By: 
George Vukobratovich, Manager

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