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Green, Holman, Frenia & Company, L.L.P.
A Professional Association of Certified Public Accountants

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MUH

June 12, 2001

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****163.75 ****160.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Acorn, LLC

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Acceptance of Appointment as Registered Agent for The Acorn, LLC.

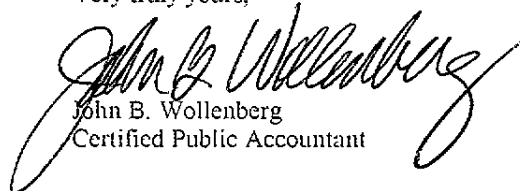
Upon filing and acceptance, please indicate as such on the copies enclosed and return the stamped copies to:

John B. Wollenberg, CPA
Green, Holman, Frenia & Company, LLP
900 Route 9
Woodbridge, NJ 07096

In addition, enclosed is a check for \$ 163.75, payable to Florida Secretary of State, covering the filing fee of \$ 125, certified copy of \$ 30, certified of status for \$ 5, and \$ 3.75 for miscellaneous (postage).

Thank you for your assistance.

Very truly yours,


John B. Wollenberg
Certified Public Accountant

PM
Enclosures

cc: Rainbows

FILED
01 JUN 18 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE ACORN, LLC

A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE ONE

NAME

The name of the Limited Liability Company is The Acorn, LLC (the "Company").

ARTICLE TWO

DURATION

The period of duration of the Company is perpetual, or until the earliest dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is:

The Acorn, LLC
c/o William A. Rainbow
3600 NW 60th Street
Ocala, FL 34475

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the company is:

William A. Rainbow
3600 NW 60th Street
Ocala, FL 34475

ARTICLE FIVE

MANAGEMENT

The Company shall be managed by a manager to be elected in accordance with the Company's regulations. The name and address of the initial manager is:

William A. Rainbow
3600 NW 60th Street
Ocala, FL 34475

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TALLAHASSEE, FLORIDA

ARTICLE SIX
ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the 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 of the Company.

ARTICLE EIGHT
PURPOSE

The company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of June 1, 2001.

MANAGING MEMBER:

By: 
William A. Rainbow
Managing Member

LIMITED MEMBER:

By: 
Carolyn R. Rainbow
Limited Member

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been designated as registered agent for THE ACORN, LLC, in the foregoing Articles of Organization, I hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

A handwritten signature in cursive script, appearing to read "W.A. Rainbow", written over a horizontal line.

William A. Rainbow