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Law Office of

David B. McEwen, P.A.

June 8, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS
#8132-0125-4904

600004397736--6
-06/11/01--01116--004
*****142.50 *****142.50

Re: Breitfellner, LLC, A Florida Limited Liability Company

Gentlemen:

600004397736--6
-06/22/01--01098--013
*****42.50 *****42.50

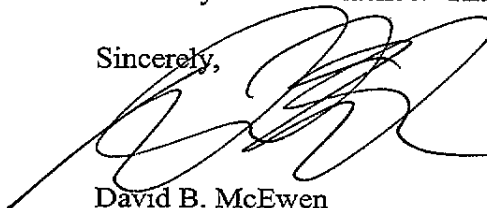
Enclosed please find the Articles of Organization with reference to the above corporation, in duplicate, together with a check in the amount of \$142.50 to cover the following fees:

Filing Fee	100.00
Registered Agent Fee	25.00
Two certified copies of Articles	<u>17.50</u>

TOTAL: \$ 142.50

Please file the original Articles and return to me two certified copies of those Articles. My stamped, self-addressed envelope is enclosed for your convenience. Thank you.

Sincerely,



David B. McEwen

DBM:kc
Enclosures
cc: Mr. Leopold Breitfellner
(Enclosure)

FILED
2001 JUN 22 PM 3:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**Articles of Organization for
Breitfellner, LLC,
A Florida Limited Liability Company**

ARTICLE I - Name: The name of the Limited Liability Company is: Breitfellner, LLC.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is: 1902 Swan Lane, Palm Harbor, Florida 34683.

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Cheryl B. Kelly
54 Dolphin Drive
Treasure Island, Florida 33706

ARTICLE IV - Composition of Management: The management of the company will be vested in a board of managers, consisting of not more than three (3) persons who may be, but are not required to be, members of the company, designated in accordance with the terms of the company's operating agreement. The initial managing member shall be Leopold Breitfellner.

Leopold Breitfellner

Leopold Breitfellner

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared LEOPOLD BREITFELLNER to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

*Passport # C-08960567 dob 2/11/44
exp of passport 28. 01. 2009*

WITNESS my hand and official seal in the State and County named above this 6th day of June, 2001.

Marsha Kim Curry

Printed Name: MARSHA KIM CURRY
NOTARY PUBLIC
Commission Number: _____

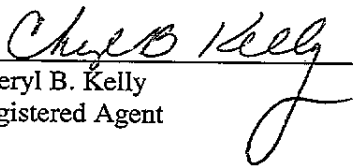
My Commission Expires:



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TALLAHASSEE, FLORIDA

Acceptance of Designation as Registered Agent

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 my position as registered agent as provided for in Chapter 608, F.S.


Cheryl B. Kelly
Registered Agent

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TALLAHASSEE, FLORIDA