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ORDER DATE : July 16, 2001

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ORDER NO. : 223241-005

CUSTOMER NO: 82724A

CUSTOMER: Scott Duval, Esq
Morrison & Conroy

3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

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NAME: GUILFORD ARMS, L.L.C.

EFFECTIVE DATE:

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XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
VB
7-17

**ARTICLES OF ORGANIZATION
OF
GUILFORD ARMS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is GUILFORD ARMS, L.L.C., a Florida limited liability company, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall be perpetual.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Zarko Cvijic, a natural person at least eighteen (18) years old.

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**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No members other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Zarko Cvijic
1447 E. 70th Street
Brooklyn, NY 11234

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Hundred and 00/100 Dollars (\$2,000.00) in cash.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

The Company may admit new members in accordance with the provisions of the Operating Agreement.

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ARTICLE IX DISSOLUTION

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined: "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member, as more particularly set forth in the Regulations for the Company.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote at a properly called member meeting, or in writing.

ARTICLE X DISTRIBUTIONS

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.


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**ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 23 day of June, 2001.


Zarko Cvijic, Managing Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: GUILFORD ARMS, L.L.C.

2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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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 accept the obligations of my position as registered agent.

June 26, 2001


J. Thomas Conroy, III

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GUILFORD ARMS, L.L.C.
Designation of Registered Agent / Registered Office