

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Grafton, LLC

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****125.00 ****125.00

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TALLAHASSEE, FLORIDA

- Art of Inc. File
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- Fictitious Search
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- UCC 1 or 3 File
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STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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9-20-01

Signature _____

Requested by: KC 9/20
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

GRAFTON, LLC

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **GRAFTON, LLC** and its mailing address is 1016 Anchorage Ct., Winter Park, FL 32789, and its principal place of business is 1016 Anchorage Ct., Winter Park, FL 32789.

ARTICLE II

COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these articles of organization are filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved in accordance with the Regulations of the Company or according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 1016 Anchorage Ct., Winter Park, FL 32789 and the initial registered agent of this Company at that address shall be John G. Penn. The Company may change its registered agent or the location of its registered office, or both,

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from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The Company will be managed by the Manager as set forth in the Regulations adopted by the Company. The name and street address of the initial Manager is John G. Perm, 1016 Anchorage Ct., Winter Park, FL 32789, who shall serve until either removed by the Members or resignation as provided in the Regulations. The Manager has sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Except as authorized by the Manager, no Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Manager.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Manager. No current Member has any preemptive rights.

ARTICLE VIII

**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,
DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Manager may continue the business of the Company without a vote of the Members so long as there is at least one remaining Member of the Company.

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ARTICLE IX

AMENDMENT

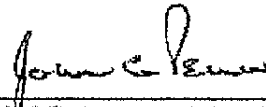
The right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, is conferred upon the Manager.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 17th day of September, 2001.



JOHN G. PENN, a MEMBER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

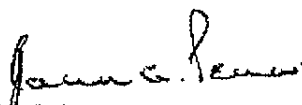
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

GRAFTON, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated JOHN G. PENN as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1016 Anchorage Ct., Winter Park, FL 32789.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of September, 2001.



JOHN G. PENN, Registered Agent

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