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VIA FEDERAL EXPRESS

Registration
FLORIDA SECRETARY OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

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****125.00 ****125.00

RE: Formation of RBD, LLC, a Florida limited liability company

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Organization of RBD, LLC, a Florida limited liability company for filing with the Florida Secretary of State. Also enclosed is our firm's check in the amount of \$125.00 in payment of the filing fees. Please return the file-stamped copy to us as soon as possible. Should you have any questions, please call me.

Sincerely,


Scott M. Ketchum

SMK/kgf

Enclosure

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
RBD, LLC,
a Florida limited liability company**

The undersigned, being the managing member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **RBD, LLC**, a Florida limited liability company.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent at such address is Scott M. Ketchum, Esquire.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

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**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII
INITIAL MANAGERS**

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the member who shall serve as manager until his successors are elected and qualified is:

Richard B. Thompson, P.O. Box 725, Natick, MA 01760

IN WITNESS WHEREOF, the undersigned, being the Managing Member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, have executed these Articles of Organization as of this 14 day of November, 2001.

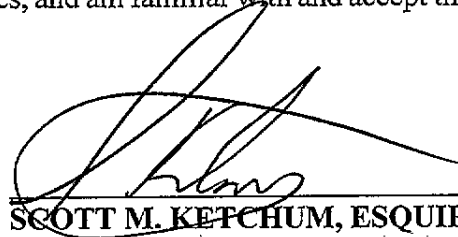
**RBD, LLC,
a Florida limited liability company**

By: Richard B. Thompson
Richard B. Thompson
Its: Managing Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, SCOTT M. KETCHUM, having been duly designated to act as registered agent and to accept service of process for RBD, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.


SCOTT M. KETCHUM, ESQUIRE

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