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*(Also admitted to the Florida Bar)

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

April 4, 2002

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-04/15/02--01037--020
****125.00 ****125.00

To Whom it May Concern:

Enclosed please find the Articles of Organization for Drobic Holdings L.L.C., for filing. *time*
Also enclosed is a check for \$125.00 to cover the filing fees.

If you have any questions, I can be reached at (440) 892-2040.

Thank You,

Mark N. Musial
Mark N. Musial, Esq.
MNM: sp
Enclosures

*Please stamp
the enclosed
copy &
return it
in the
envelope
provided.*

APPROVAL
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]

**ARTICLES OF ORGANIZATION
OF**

DROBNIC HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be DROBNIC HOLDINGS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1641-1 Colonial Blvd., Fort Myers, Florida 33907.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Victor Drobic, 1641-1 Colonial Blvd., Fort Myers, Florida 33907.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only with the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the

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regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or to the extent that the member is a trustee, then upon the termination of the trusts, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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. The name and address of the initial manager of the company is Victor Drobnic, 1646-1 Colonial Blvd., Fort Myers, Florida 33907.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Care Coca, Florida, on Nov. 15, 2001.

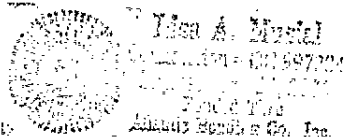
Victor Drobnic
Victor Drobnic, Trustee under the Victor Drobnic Trust Restated 2/18/97

Victor Drobnic
Victor Drobnic, Custodian under the uniform transfer to minors act fbo of Alexandra V Drobnic

STATE OF FLORIDA
COUNTY OF Lee

Sworn to and subscribed before me this 15th day of November, 2001 by Victor Drobnic, Trustee, and Victor Drobnic, Custodian

Lisa A. Musial
Notary Public -- State of Florida

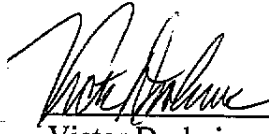


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of DROBNIC HOLDINGS, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Victor Drobic
Registered Agent

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