

Division of Corporations

L020600012799**Florida Department of State**

Division of Corporations

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Fax Number : (850) 205-0383**From:**Account Name : SMOOT, ADAMS, EDWARDS, DORAGH & BRINSON, P.A.
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LIMITED LIABILITY COMPANY**RIVER OAKS ANTIQUES, LLC**

Certificate of Status	2
Certified Copy	0
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**ARTICLES OF ORGANIZATION
OF
RIVER OAKS ANTIQUES, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME**

The name of this limited liability company is River Oaks Antiques, LLC, a Florida limited liability company (the "Company").

**ARTICLE II
DURATION**

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

**ARTICLE III
PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**ARTICLE IV
PLACE OF BUSINESS**

The mailing and street address of the Company's principal office is 14360 Bigelow Road, Fort Myers, Florida 33905.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Joseph A. Troiano. The street address of the initial registered agent of the Company is 4415 Metro Parkway, Fort Myers, Florida 33916.

**ARTICLE VI
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted. The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

**ARTICLE VII
TERMINATION OF MEMBERSHIP**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VIII
MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualified, is:

Mary H. Edmonds
14360 Bigelow Road
Fort Myers, FL 33905

ARTICLE IX
REGULATIONS

The manager or managers shall have the power to adopt, alter, amend, or repeal Operation Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE X
VOTING

The Company is authorized to issue membership units with voting rights and membership units without voting rights.

ARTICLE XI
CERTIFICATED INTERESTS

The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 17th day of May 2002.


Joseph A. Troiano, Registered Agent


Mary H. Edmonds, Trustee, Managing Member

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MAY-24-2002 FRI 11:32 AM SMOOT ADAMS

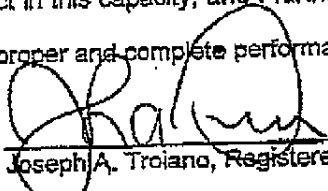
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Joseph A. Troiano, Registered Agent

Dated: May 15, 2002

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