

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : BARNES WALKER, CHARTERED
Account Number : 102371002705
Phone : (941) 741-8224
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LIMITED LIABILITY COMPANY

ANGELS TROIS HOLDINGS, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
ANGELS TROIS HOLDINGS, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is ANGELS TROIS HOLDINGS, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Garret T. Barnes, Esquire. The address of Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager who will serve until the first annual meeting of the Members. The initial Manager, who shall serve until the organizational meeting of the Company, is identified as follows:

BARRY NEWHART, whose address is 1049 Huffman Place, Lancaster, PA 17601.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

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1. Without having first obtained the prior written consent of a majority in interest of the Members, the Manager shall not cause or permit the Company to:

a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;

d. Hire, terminate, or modify the terms of employment of any Manager, or;

e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

f. Invest in the debt or equity of any other person or entity, or;

g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement/Regulations of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;

e. Amend this Article V, or;

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- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the Members, or;
- h. Hire, terminate, or modify the terms of employment of any Managing Member, or;
- i. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;
- j. Invest in the debt or equity of any other person or entity, or;
- k. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager[s]'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

ARTICLE VI Continuation of Business

A majority in interest of the remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII Voting Rights

Each Member's vote on matters relating to the Company on which Members are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

ARTICLE VIII Profits and Losses Allocation

Profits and losses will be allocated to the Members in accordance with the Operating Agreement/Regulations of the Company.

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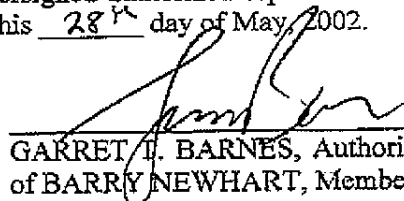
**ARTICLE IX
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE X
Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 28th day of May, 2002.



GARRET T. BARNES, Authorized Representative
of BARRY NEWHART, Member

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

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 ANGELS TROIS HOLDINGS, L.L.C.

2. The name and address of the registered agent and office is: GARRET T. BARNES, Esquire, Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 5-28-02


GARRET T. BARNES, Registered Agent

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