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ACCOUNT NO. : 072100000032

REFERENCE : 642805 81190A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 27, 2002

ORDER TIME : 1:32 PM

ORDER NO. : 642805-005

CUSTOMER NO: 81190A

CUSTOMER: Thomas E. Moorey, Esq
Thomas E. Moorey, Esq
Suite 105
1430 Royal Palm Square Blvd
Ft. Myers, FL 33919

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-06/27/02--01046--026
****125.00 ****125.00

DOMESTIC FILING

NAME: SFM, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY ..

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

RECEIVED
02 JUN 27 PM 2:36
02 JUN 27 PM 2:59
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

JB
6-27-02

ARTICLES OF ORGANIZATION
OF
SFM, LLC

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 **SFM, LLC**.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company
4227 Enterprise Avenue, Unit A, Naples, Florida 34104.

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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 dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **PETER D. HUMPHREY**, 4227 Enterprise Avenue, Unit A, Naples, Florida 34104.

ARTICLE V

MANAGEMENT

The company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial manager shall be:

PETER D. HUMPHREY
4227 Enterprise Avenue, Unit A
Naples, Florida 34104

ARTICLE VI

MEMBERS

The name and address of the sole member of the company is:

NAME

ADDRESS

SFM REALTY TRUST

1255 G.A.R. Highway
Somerset, Massachusetts 02726

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Somerset, MA County, Bristol, on this 25th day of June, 2002.

SFM REALTY TRUST

Debra A. Duff
Exp 7-15-2005
Notary Public

BY: *Peter D. Humphrey*
PETER D. HUMPHREY, Trustee

In accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

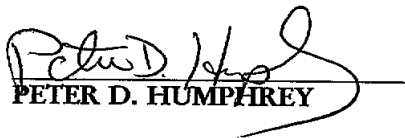
1. The name of the Limited Liability Company is: **SFM, LLC.**
2. The name and the Florida street address of the registered agent and office

are:

PETER D. HUMPHREY
4227 Enterprise Avenue, Unit A
Naples, Florida 34104

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DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


PETER D. HUMPHREY