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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BLUE HERON, L.L.C.

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ARTICLES OF ORGANIZATION
OF
BLUE HERON, L.L.C.
a Florida Limited Liability Company

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company is BLUE HERON, L.L.C. (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

3870 Tampa Road, Suite D
Oldsmar, FL 34677-3120

ARTICLE III
DURATION

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLES OF ORGANIZATION OF BLUE HERON, L.L.C.

Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: H02000166452 1

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ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by its managers and the name and address of such managers are:

DALE E. BLEAKLEY
KENT BLEAKLEY
3870 Tampa Road, Suite D
Oldsmar, FL 34677-3120

ARTICLE V ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The managers may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

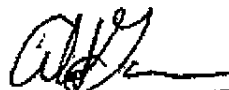
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

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 limited liability company shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

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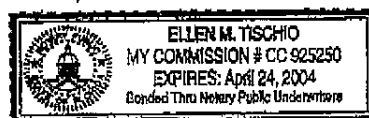
Audit Fax#: H02000166452 1AUTHORIZED REPRESENTATIVE OF MEMBER
BLUE HERON, L.L.C.

ALAN S. GASSMAN

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDASTATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 15th day of July 2002, by ALAN S. GASSMAN, as Authorized Representative of BLUE HERON, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Notary Public, State of Florida
My Commission Expires:

ARTICLES OF ORGANIZATION OF BLUE HERON, L.L.C.

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Audit Fax#: H02000166452 1**ACCEPTANCE OF REGISTERED AGENT**

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:

The name of the Limited Liability Company is: BLUE HERON, L.L.C.

The name and Florida street address of the Registered Agent are:

Alan S. Gassman, Esq.
1245 Court Street
Suite 102
Clearwater, FL 33756

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.


_____(SEAL)
ALAN S. GASSMAN, ESQ.

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amk 7/15/02

ARTICLES OF ORGANIZATION OF BLUE HERON, L.L.C.

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