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LIMITED LIABILITY COMPANY

VGC. LLC

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July 16, 2002

GRANT FRIDKIN PEARSON ATHAN & CROWN, P.A.

SUBJECT: VGC, LLC
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ARTICLES OF ORGANIZATION

OF

VGC, LLC

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **VGC, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 5551 Ridgewood Drive, Suite 203, Naples, Florida 34108.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company or as provided by law.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be **PETER L. KEELEY, Esq.**, Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV

THE MEMBERS

The members of the Company (hereafter the "Members") shall be:

- Richard F. Corace (Member)
- Gerald F. Griffin, II (Member)

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Peter L. Keeley, Esquire

Grant, Fridkin, Pearson, Athan & Crown, P.A.

5551 Ridgewood Drive, Suite 501, Naples, FL 34108

(941) 514-1000

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ARTICLE V

MANAGEMENT OF COMPANY BUSINESS

Notwithstanding the foregoing, the Members hereby initially delegate the conduct of the Company's day to day business to a Manager, who shall have the authority to take all action deemed necessary or desirable by her for the daily operation of the Company, except as otherwise provided herein or in its Regulations. Keith A. Sharpe is hereby designated as the Company's first Manager.

ARTICLE VI

ADDITIONAL MEMBERS

The Members may admit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VII

LIMITATIONS ON MEMBERS

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of its Regulations.

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ARTICLE IX

AMENDMENTS

These Articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by a Member of this Company and filed with the Florida Department of State.

WITNESS, the hand of the undersigned authorized representative of the Members and the Company this 16th day of July, 2002.



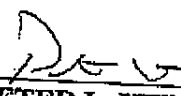
Peter L. Keeley

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process VGC, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.



PETER L. KEELEY, Esq.

wd:\ad\Signature\VanDyke\Am\Org-VGC