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July 12, 2002

Florida Department of State Division of Corporations Registration Section 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Articles of Organization

Tropi-Cat, LLC

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TALLAHASSEE, FLORID

Dear Sir/Madam:

Enclosed please find the following documents submitted for filing:

- 1. Articles of Organization for Tropi-Cat, LLC, a Florida Limited Liability Company;
- 2. Certificate of Designation of Registered Agent/Registered Office; and
- 3. Check in the amount of \$155.00 for Filing Fee (\$100.00), Designation of Registered Agent (\$25.00), and Certified Copy (\$30.00).

Please file the above documents and return the Certified Copy and Letter of Acknowledgment to my office listed above. If you have any questions or concerns feel free to call me. Thank you for your prompt attention to this matter.

Sincerely

Paul Bredice,

PJB:bb cc:HNF

encls:AoO;CRA ck# 579 #125.00 CC

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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:

Tropi-Cat, LLC

ARTICLE II - Address:

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

Mailing Address:

Street Address:

729 South Federal Highway

Suite 100

Stuart, Florida 34994

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Suite 100

Stuart, Florida 34994

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

Registered Agent's Name:

Harold N. Frasier

Registered Office:

729 South Federal Highway

Suite 100

Stuart, Florida 34994

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature:

Harold N. Frasie

ARTICLE IV – Management: (check appropriate line and complete statement)

The Limited Liability Company is to be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name(s) and address(s) of such initial manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name(s) and address(es) of such initial member(s) of the company is/are:

Signature of a member or authorized representative of a member. (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).

Member's Signature:

Harold N Frasier

729 South Federal Highway

Suite 100

Stuart, Florida 34994

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.414, 608.415 or 608.507, Florida Statutes, the undersigned Tropi-Cat, LLC 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:

Tropi-Cat, LLC

2. The name and the street address of the Registered Agent and Office in Florida are:

Harold N. Frasier 729 South Federal Highway Suite 100 Stuart, Florida 34994

The undersigned, being the person named in the articles of organization of Tropi-Cat, LLC, as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.

Harold N. Frasier, Registered Agent