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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

s.g. investments II, LLC.

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ARTICLES OF ORGANIZATION
S.G. Investments II, L.L.C.

The undersigned, desiring to form a Limited Liability Company, under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the Act") does hereby adopt the following Articles of Organization for such Company:

1. Name. The name of this limited liability company is S.G. Investments II, L.L.C. (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all the remaining members.
3. Purpose. The Company is organized for the purpose of transaction all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Steven C. Gibboney. The Street Address of the initial registered agent of the Company is 1415 Dean Street, Suite 106, Fort Myers, FL 33901.
5. Principal Office: Mailing Address and Street Address. The street address is 1415 Dean Street, Suite 106, Fort Myers, FL 33901.. The mailing address is 1415 Dean Street, Suite 106, Fort Myers, FL 33901.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is as follows: Steven C. Gibboney: \$1,000.00 for a total of \$1000.00; No additional contributions have been agreed upon.
7. Additional Members. The members shall have the right to admit additional members to the Company by majority vote of members at the time of admission.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. Management of the Company. The business of the Company shall be managed by its members in proportion to their contributes to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the

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member or any additional members, as otherwise provided in their operating agreement. The name and address of the initial managing member is as follows:

Name: Steven C. Gibboney. The Street Address of the initial registered agent of the Company is 1415 Dean Street, Suite 106 Fort Myers, FL 33901..

10. Regulations and Operating Agreement. At the time of executing these Articles of Organization, the member of the Company shall adopt an operating Agreement containing all provisions for the regulation and management of this Company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member of this Company (or, subsequently, members, as the case may be, if decided by majority vote). The members of the Company is more than one also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company by majority vote of the members.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

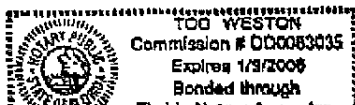
14. Amendments. These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the July day of 2002. By: [Signature]

10 The foregoing instrument was acknowledged before me this day of July 2001, by Steven C. Gibboney as an officer of S.G. Investments II, L.L.C. and provided Valid FL license as identification and did not take an oath.

[Signature] Notary
I Steven C. Gibboney, hereby accept the designation as registered agent for S.G. Investments II, L.L.C. and provided Valid FL license as identification and did not take an oath.

[Signature]
Steven C. Gibboney



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STATE OF FLORIDA
COUNTY OF LEE

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Steven C. Gibboney, who having been first duly sworn, deposes and says:

1. Affiant is a member of S.G. Investments II, L.L.C. in formation (the "Company").

2. The Company has one (1) member.

3. The total amount of cash initially contributed to the Company by each members is as follows:

Steven C. Gibboney \$1000.00

No additional contributions have been agreed upon.

4. Property other than cash has not been contributed to the Company by the members.

5. No additional contributions have been agreed upon.

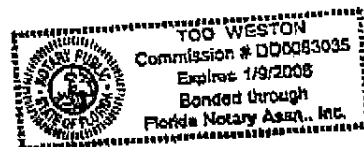
This affidavit is made and given by affiant as representative of S.G. Investments II, L.L.C., in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida Laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentation therein.

FURTHER AFFIANT SAYETH NAUGHT

By: [Signature] State/Country of FLORIDA
Steven C. Gibboney

10 The foregoing instrument was acknowledged before me this day of July 2002, by Steven C. Gibboney and provided VALID DR License as identification and did not take an oath.

By: [Signature] Notary Tom Weston State/Country of FL
Steven C. Gibboney



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