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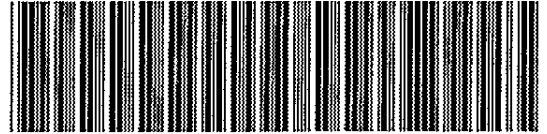
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next

LUTZ, WEBB & BOBO, P.A.
LAWYERS

J. ALLEN BOBO
JOHN R. DUNHAM, III
DAVID D. EASTMAN
JODY B. GABEL
CAROL S. GRONDZIK
MARY R. HAWK
H. ROGER LUTZ
CHARLES W. TELFAIR, IV
RICHARD S. WEBB, IV

ONE SARASOTA TOWER
TWO NORTH TAMiami TRAIL
FIFTH FLOOR
SARASOTA, FLORIDA 34236
TELEPHONE: (941) 951-1800
TOLL FREE: (877) 951-1800
FAX: (941) 366-1603
E-MAIL: info@lutzwebb.com

PLEASE REPLY TO: SARASOTA

~~TALLAHASSEE OFFICE:~~
2155 DELTA BOULEVARD
SUITE 210-B
TALLAHASSEE, FLORIDA 32303
TELEPHONE: (850) 521-0890
TOLL FREE: (877) 521-0890
FAX: (850) 521-0891

October 30, 2002

Via Federal Express

Division of Corporations
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: A.D.G., L.L.C.

Gentlemen:

Enclosed for filing please find original and one copy of signed Articles of Organization for A.D. G., L.L.C. Please file the original and return a copy to me in the enclosed stamped self-addressed envelope. A check in the amount of \$125.00 is enclosed in payment of:

Filing fee	\$100.00
Registered agent designation	25.00

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,


John R. Dunham, III

JRD/cdg
Enclosures
cc: Mr. Giovanni Migliorini

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ARTICLES OF ORGANIZATION

OF

A.D.G., L.L.C.

THE UNDERSIGNED PERSON, acting as the organizer of A.D.G., L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization

ARTICLE I

Name

The name of this limited liability Company is: A.D.G., L.L.C.

ARTICLE II

Commencement and Duration of Existence

The existence of the Company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the Company shall be perpetual.

ARTICLE III

Purpose

The Company may transact any or all lawful business for which a limited liability Company may be organized under the Florida Limited Liability Company Act.

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ARTICLE IV

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Sarasota Tower, Two North Tamiami Trail, Sarasota, Florida 34236, and the name of the Company's initial Registered Agent at that address is John R. Dunham, III, Esquire.

ARTICLE V

Place of Business

The mailing address and the street address of the principal office of the Company is 1970 Main Street, Sarasota, Florida 34236.

ARTICLE VI

Additional Capital Contributions

In addition to the initial capital contributions as set forth in the attached Affidavit of Membership and Contributions, the members shall make additional capital contributions, from time to time, as required by the Company's regulations.

ARTICLE VII

Admission of Substitute or Additional Members

Additional or substitute members may be admitted only upon the written approval of the members of the Company in a manner set forth in its regulation.

ARTICLE VIII

Management of Company

The business of the Company shall be managed by a manager, and the name and address of the manager is:

Daniele Baroni
1970 Main Street
Sarasota, Florida 34236

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ARTICLE IX

Regulations

The power to adopt, alter, amend, or repeal the regulations of the Company is vested exclusively in the members of the Company.

ARTICLE X

Organizer

The name and street address of the organizer executing these Articles of Organization is:

Daniele Baroni
1970 Main Street
Sarasota, Florida 34236

ARTICLE XI

Members' Rights to Continue Business

The Company shall be dissolved upon 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 Company; provided, however, that all remaining members may consent to the continuance of the Company's business, notwithstanding 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 Company.

ARTICLE XII

Amendment of Articles of Organization

Any amendment to the Articles of Organization shall be approved by all the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.


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ARTICLE XIII

Treatment as Partnership

A.D.G., L.L.C. is intended to be treated as a partnership for purposes of federal income taxation.

EXECUTED: October 30, 2002.


DANIELE BARONI
As Organizer

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STATE OF FLORIDA §

COUNTY OF SARASOTA §

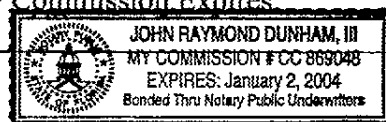
THE FOREGOING DOCUMENT WAS ACKNOWLEDGED BEFORE ME on this
30th day of October, 2002, by DANIELE BARONI, ✓ who is personally known to me, or
who has produced _____ as identification.



Signature of Notary Public

John R. Dunham, III
Printed Name of Notary Public

My Commission Expires:



A.D.G., L.L.C.

**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 IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: A.D.G., L.L.C.
2. The name and address of the Registered Agent is:

John R. Dunham, III, Esquire
One Sarasota Tower
Two North Tamiami Trail
Sarasota, Florida 34236

Having been named as Registered Agent and to accept service of process in 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 the accept the obligations of my position as Registered Agent.

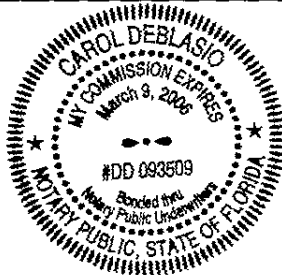
Date: 10-30-02


Signature

STATE OF FLORIDA §

COUNTY OF SARASOTA §

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME this 30th day
of October, 2002, by JOHN R. DUNHAM, III, ESQ., ☒ who is personally known to me, or
_____ who has produced _____ as identification and who did take an oath.



Carol DeBlasio
Notary Public in and for Sarasota County
Carol DeBlasio
Printed Name of Notary Public

My Commission Expires: 3/9/06

A.D.G., L.L.C.

ACCEPTANCE OF REGISTERED AGENT

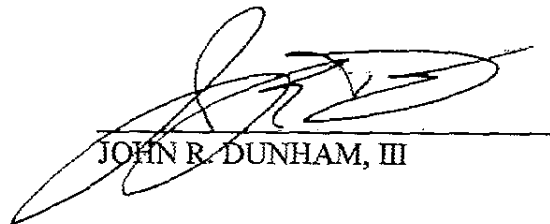
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Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That A.D.G., L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at One Sarasota Tower, Two North Tamiami Trail, Suite 500, Sarasota, Florida 34236, has named JOHN R. DUNHAM, III, ESQ. as its Agent to accept service of process within the State of Florida.

Having been named to accept service of process for A.D.G., L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of Section 608.415, Florida Statutes.

DATED: October 30, 2002.


JOHN R. DUNHAM, III