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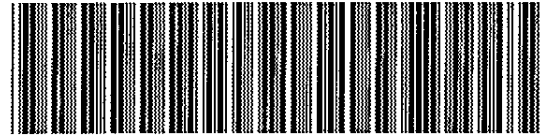
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ROBERT A. HEEKIN
ATTORNEY AT LAW

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November 14, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Grin City Mobile, LC

Gentlemen:

Enclosed for filing are two original executed Articles of Organization for the above referenced entity. Also enclosed is a check in the amount of \$125.00 to cover the following filing fees:

Filing Fee	\$100.00
Designation of Registered Agent	<u>25.00</u>
	\$125.00

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Please return one original copy of the Articles of Organization to our office after filing. If you should have any questions concerning this proposed application, please let me know.

Sincerely,

Barbara Humphrey, CLA
Barbara Humphrey, CLA
Paralegal

BH/
Enclosures

A1998

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**ARTICLES OF ORGANIZATION
OF
GRIN CITY MOBILE, LC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company is Grin City Mobile, LC.

ARTICLE II

ADDRESS

The principal office and mailing address of the limited liability company shall be 2111 East Michigan Street, Suite 200, Orlando, Florida 32806.

ARTICLE III

DURATION

The duration of the limited liability company shall be perpetual, and shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, the company's existence shall commence upon filing by the Department of State.

ARTICLE IV

MANAGEMENT

The managing members shall be Joseph E. Sleiman and Gregory Dobbs, whose address is 2111 East Michigan Street, Suite 200, Orlando, Florida 32806.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining member(s) of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion 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, provided each remaining member consents in writing.

ARTICLE VII

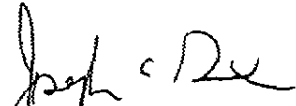
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INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 2111 East Michigan Street, Suite 200, Orlando, Florida 32806, and the name of the initial registered agent of this limited liability company at that address is Joseph E. Sleiman. By executing these Articles as the organizing member and initial registered agent of the limited liability company, he hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and further states that he is familiar with and accepts the obligations of his position as registered agent pursuant to Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned member has executed these Articles as a member and the initial registered agent of the limited liability company this 13 day of November, 2002. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Joseph E. Sleiman

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