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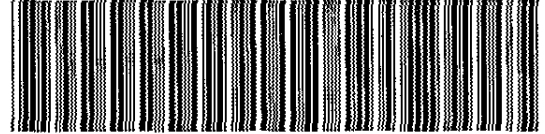
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 836875 113642A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 27, 2002

ORDER TIME : 11:17 AM

ORDER NO. : 836875-005

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
Bruce R. Abernethy, Jr., P.a.

Suite 6
900 Virginia Avenue
Ft. Pierce, FL 34982

DOMESTIC FILING

NAME: CONNOLLY INVESTMENT
MANAGEMENT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

Articles Of Organization

of

Connolly Investment Management, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

Article I
Name

The name of the limited liability company is Connolly Investment Management, LLC

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units that Connolly Investment Management, LLC is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of the Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section and in the Operating Agreement of the Company, the same as an original Member.

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Company is 2306 Nebraska Ave., Ft. Pierce, FL 34950, and the name of its initial Registered Agent at such address is Robin J. Connolly.

Article V
Principal Office and Mailing Address

The street address of the principal office of the Company is 2306 Nebraska Ave., Ft. Pierce, FL 34950. The mailing address of the Company is 2306 Nebraska Ave., Ft. Pierce, FL 34950.

Article VI
Organizers

The name and address of the organizer are:

Robin J. Connolly
2306 Nebraska Ave.
Ft. Pierce, Florida 34950

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TALLAHASSEE, FLORIDA

Article VII
Purpose And Power

The purposes of the LLC are as follows:

- (a) to provide maximum flexibility in business planning;
- (b) to provide simplicity in dealing with the tax laws and filing requirements;
- (c) to purchase, develop, and/or manage real estate;
- (d) to purchase and manage investments;
- (e) to provide for an order of succession and control of assets;
- (f) to provide for management of business assets outside of the probate court upon a member's death;

In order to accomplish its purposes, the LLC may conduct any lawful business and investment activity permitted under the laws of the State of Florida and in any other jurisdiction in which it may have a business or investment interest.

The LLC may own, acquire, manage, develop, operate, sell, exchange, finance, refinance, and otherwise deal in any manner with real estate, personal property, and any other type of business as the Members may from time to time deem to be in the best interest of the LLC.

The LLC may engage in any other activities which are related or incidental to the foregoing purposes.

Article VIII
Management

The Company is to be managed by a Manager or Managers, which Manager need not be a Member. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until his successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Robin J. Connolly 2306 Nebraska Ave. Ft. Pierce, Florida 34950

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including

reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Manager of the Company.

Article XI **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signatures of Organizers or authorized representatives of Organizers.

Dated November 26, 2002.


Robin G. Connolly
Organizer

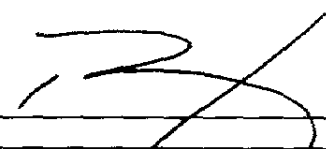
State of Florida
County of St. Lucie

)
) ss.
)

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The foregoing instrument was acknowledged before me this November 24, 2002 by Robin J. Connolly, who is personally known to me or who has produced _____ as identification.



Notary Public in and for
the State of Florida
Seal:



Bruce R. Abernethy, Jr.
MY COMMISSION # CC818811 EXPIRES
July 18, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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**APPOINTMENT AND CONSENT TO SERVE
AS REGISTERED AGENT FOR CONNOLLY INVESTMENT
MANAGEMENT, LLC**

STATE
TALLAHASSEE, FLORIDA

TO: Secretary of State of Florida

KNOW ALL MEN BY THESE PRESENTS that Robin J. Connolly of 2306 Nebraska Ave., Ft. Pierce, FL 34950, a natural person and resident of St. Lucie County, being the County in which the registered office of Connolly Investment Management, LLC is located, whose principal place of business is located at the address stated above, is hereby appointed as the Registered Agent of Connolly Investment Management, LLC, and as such agrees to serve as the person on whom process, tax notices and demands against Connolly Investment Management, LLC may be served.

Dated this 26th day of November, 2002.

By: *R. J. Connolly*
Robin J. Connolly, Organizer

STATE OF FLORIDA)

) ss.

COUNTY OF ST. LUCIE)

The foregoing instrument was acknowledged before me this 26th day of November, 2002, by Robin J. Connolly, as Organizer of Connolly Investment Management, LLC, who is personally known to me or who has produced _____, as identification.

[Seal]

B. R. Abernethy Jr.
Notary Public
~~Jane L. Brock~~ *Bruce R. Abernethy Jr.*
900 Virginia Ave., Suite 6
Ft. Pierce, Florida 34982

My commission expires 2/12/2003.



Bruce R. Abernethy, Jr.
MY COMMISSION # CCB18811 EXPIRES
July 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

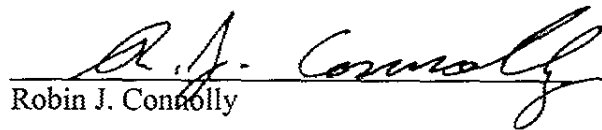
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ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Robin J. Connolly, the undersigned, hereby accept the appointment as Registered Agent of Connolly Investment Management, LLC upon whom process, notices and demands may be served. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.

Dated this 26th day of November, 2002.


Robin J. Connolly