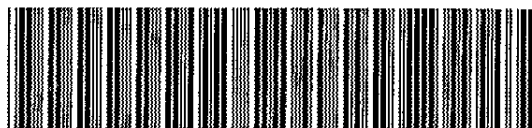


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TALLAHASSEE, FLORIDA



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TASO M. MILONAS, P.A.

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SECRETARY OF STATE
Taso M. Milonas, J.D., LL.M.
Board Certified Tax Lawyer
TALLAHASSEE, FLORIDA

December 3, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Griffin Holding Company, LLC**
Griffin Investment Group, LLC
Griffin Licensing Group, LLC
Sure-Temp Manufacturing Company, LLC

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for each of the above-referenced limited liability companies, together with a check payable in the amount of \$155.00 for each entity to cover your filing and certification fees. **Please return the certified copies in the enclosed envelope.**

Please file the Articles of Organization for Griffin Holding Company, LLC first as this entity will be a member in each of the other entities and we would like evidence of its existence immediately prior to the creation of the other entities.

Thank you for your prompt attention to this matter. If you have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,


Taso M. Milonas

TMM/kf
Enclosures

ARTICLES OF ORGANIZATION
OF
GRIFFIN HOLDING COMPANY, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608, Florida Statutes, and states the following:

ARTICLE I

Name

The name of this limited liability company shall be:

GRIFFIN HOLDING COMPANY, LLC

ARTICLE II

Term

The period of duration of this limited liability company shall commence on the date of filing these Articles of Organization with the Florida Department of State and shall continue for the maximum period allowed by law.

ARTICLE III

Purpose

The general purpose for which this limited liability company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under Chapter 608, Florida Statutes.

ARTICLE IV

Principal Office and Mailing Address

The address of the principal office and mailing address of this limited liability company shall be:

12155 Metro Parkway, Suite 5
Ft. Myers, Florida 33912

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1800 Second Street, Suite 884, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Taso M. Milonas. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Management

This limited liability company is to be managed by a manager and is, therefore, is a manager-managed limited liability company.

ARTICLE VII

Amendment to Articles of Organization

The members reserve the right to amend, alter, change or repeal any provisions(s) contained in these Articles of Organization.

The undersigned as authorized agent of the members of the limited liability company hereinbefore named has executed these Articles of Organization for the uses and purposes therein stated.

DATED this 25 day of November, 2002.

GRIFFIN HOLDING COMPANY, LLC

By: Douglas R. Griffin
Douglas R. Griffin, as founding member
and manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRIFFIN HOLDING COMPANY, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Registered Agent

I, Taso M. Milonas, having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, 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.

DATED this 25th day of November, 2002.


Taso M. Milonas