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From:  
Account Name : DOOLEY & DRAKE, P.A.  
Account Number : I20020000002  
Phone : (941)954-7750  
Fax Number : (941)951-1509

**LIMITED LIABILITY COMPANY**  
**ITAL SARASOTA, L.L.C.**

RECEIVED  
03 JAN 10 PM 1:45  
DIVISION OF CORPORATION

FILED  
03 JAN 10 PM 6:00  
SARASOTA  
TALLAHASSEE  
FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
ITAL SARASOTA, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be ITAL SARASOTA, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The street address of the principal office address of the company is 322 S. Washington Boulevard, Sarasota, Florida 34236.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are PETER CROWLEY, ESQ., of DOOLEY & DRAKE, P.A., 1432 First Street, Sarasota, Florida 34236.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

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ARTICLE VIII -- MANAGEMENT

Manager. ELISABETH CONIGLIO of 322 S. Washington Boulevard, Sarasota, Florida 34236, is hereby appointed the manager of the Company (the "Manager"). The business and affairs of the Company shall be managed under the direction and control of the Manager, and all powers of the Company shall be exercised by or under the authority of the Manager. No other Person shall have any right or authority to act for or bind the Company except as permitted in the Operating Agreement or as required by law.

General Powers. The Manager shall have the full power to execute and deliver, for and on behalf of the Company, any and all documents and instruments which may be necessary or desirable to carry on the business of the Company, including, without limitation, any and all deeds, contracts, leases, mortgages, deeds of trust, promissory notes, security agreements, and financing statements pertaining to the Company's assets or obligations, and to authorize the confession of judgment against the Company. No person dealing with the Manager need inquire into the validity or propriety of any document or instrument executed in the name of the Company by the Manager, or as to the authority of the Manager in executing the same.

Limitation on Authority of Members. No Member is an agent of the Company solely by virtue of being a Member, and no Member has authority to act for the Company solely by virtue of being a Member.

This provision supersedes any authority granted to the Members pursuant to the Act. Any Member who takes any action or binds the Company in violation of this provision shall be solely responsible for any loss and expense incurred by the Company as a result of the unauthorized action and shall indemnify and hold the Company harmless with respect to the loss or expense.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Sarasota County, Florida, on the 9<sup>th</sup> day of January, 2003.

*Elisabeth Coniglio*  
ELISABETH CONIGLIO

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 9<sup>th</sup> day of January, 2003, by ELISABETH CONIGLIO who is personally known to me.

*Peter M. Crowley*  
NOTARY PUBLIC  
Print Name: Peter M. Crowley  
[NOTARIAL SEAL]

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SARASOTA COUNTY FLORIDA



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, ITAL SARASOTA, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is ITAL SARASOTA, L.L.C.
- 2. The name and street address of the registered agent in Florida are:

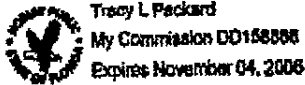
Peter Crowley, Esq.  
 DOOLEY & DRAKE, P.A.  
 1432 First Street  
 Sarasota, Florida 34236

The undersigned, being the person named in the articles of organization of ITAL SARASOTA, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent *Peter Crowley*  
 PETER CROWLEY, ESQ.

STATE OF FLORIDA  
 COUNTY OF SARASOTA

Sworn to and subscribed before me this 9th day of January, <sup>2003</sup>2002, by PETER CROWLEY, ESQ., who is personally known to me.



*Tracy L. Packard*  
 Notary Public  
 Print Name: TRACY L. PACKARD  
 {NOTARIAL SEAL}

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