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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Cleveland Holding Co., LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
of
CLEVELAND HOLDING Co., LLC

These Articles of Organization are adopted for the purpose of forming a limited liability company under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME AND ADDRESS

The name of the company is Cleveland Holding Co., LLC.

The street address of the principal office of the company is 21390 Harborside Boulevard, Port Charlotte, Florida 33952, and its mailing address is the same.

ARTICLE TWO: COMMENCEMENT AND DURATION

The company shall commence its existence upon the filing of these Articles of Organization with the Florida Department of State and it shall exist perpetually thereafter.

ARTICLE THREE: REGISTERED OFFICE AND AGENT

The initial registered agent of the company is Marc H. Feldman, whose business office is the same as the registered office of the company, that being 3908 26th Street West, Bradenton, Florida 34205.

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ARTICLE FOUR: ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except upon the affirmative unanimous vote of all the members of the company, on such terms and conditions as shall be agreed to by all the members.

ARTICLE FIVE: CONTINUATION OF BUSINESS

The remaining members shall have the right to continue the business of the company 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.

ARTICLE SIX: MANAGEMENT

The company shall be managed by one manager who shall be elected annually by majority vote of the membership interests. Any manager may be recalled by the same such vote of the members, provided a new manager is thereupon simultaneously elected. The Operating Agreement to be adopted by the company may set forth further consistent provisions regarding the election of managers and their responsibilities as managers. The name and address of the first manager of the company is Johnson Lim, 21390 Harborside Boulevard, Port Charlotte, Florida 33952.

ARTICLE SEVEN: OPERATING AGREEMENT

The company shall adopt an Operating Agreement by affirmative unanimous vote of all the members of the company, which may thereafter be altered, amended, or repealed only upon the affirmative vote of not less than four-fifths of the membership interests.

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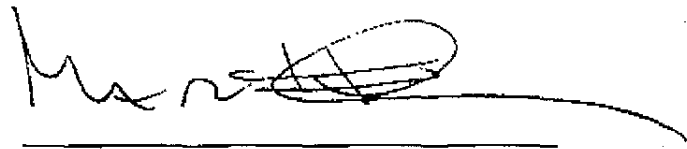
ARTICLE EIGHT: MEMBERSHIP VOTING

Unless otherwise specified in these Articles of Organization, the Operating Agreement to be adopted by the company, or elsewhere, in any and all matters requiring a vote of the members or of the membership interests, each member shall be entitled to a number of votes equal to that member's percentage interest in the company, such that the total number of votes shall always equal one hundred, which shall be proportionately allocated among the members based upon their respective percentage membership interests in the company.

ARTICLE NINE: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote of all the members of the company, and not otherwise.

In Witness Whereof, these Articles of Organization are executed on 14 January 2003 by Marc H. Feldman, as authorized agent for the initial members of the company.



Marc H. Feldman

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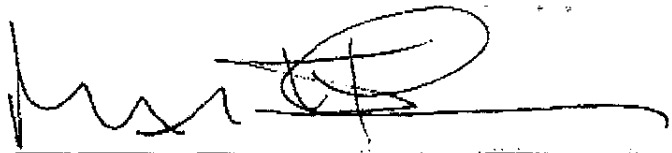
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, am a resident of the State of Florida and hereby accept my appointment as registered agent for Cleveland Holding Co., LLC, a Florida limited liability company. I will maintain the registered office of the company in Manatee County, Florida, at my business office, which is 3908 26th Street West, Bradenton, Florida 34205.

I am familiar with and accept the obligations imposed upon me as registered agent under Florida Law.

Dated: 14 January 2003.



Marc H. Feldman

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