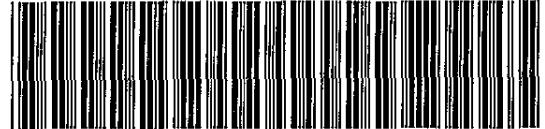


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ARTICLES OF ORGANIZATION

OF

Arthur, Cornely & Rafey, L.L.C.

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03 MAR 19 PM 1:45

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 Arthur, Cornely & Rafey, L.L.C. (“Company”).

Article II – Address

The mailing address and street address of the principal office of the Company is 2595 Pine Street, Matlacha, Florida 33993.

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 Operating Agreement.

Article IV – Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida are 2595 Pine Street, Matlacha, Florida 33993.

Article V – Admission of New Members

Except as set forth in the Operating Agreement, 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 Operating Agreement 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 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 VI – Members’ Right To Continue Business

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

Article VII – Management

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The company is to be and shall be managed, in accordance with Operating Agreement for the Company, by the following managers, and the name and address of the managers are:

Karen Arthur
2595 Pine Street
Matlacha, Florida 33993

Wayne Rafey
2595 Pine Street
Matlacha, Florida 33993

Charles R. Cornely
133 Elmsmere Road
Mt. Vernon, New York 10551

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As long as Karen Arthur, Wayne Rafey and Charles R. Cornely are the managers, the managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement. Thereafter, the Operating Agreement may be amended, altered, or repealed in accordance with its terms.

Article VIII – Voting Rights

As long as Karen Arthur, Wayne Rafey and Charles R. Cornely are members of this Company, they shall be the only members who shall have voting rights, and all other members shall have no voting rights, except as otherwise provided by applicable law. At such time as Karen Arthur, Wayne Rafey and Charles R. Cornely ceases to be a member of this Company, the members shall vote in proportion to their then-current percentages or other interest in the profits of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Bokeelia, Lee County, Florida this 17 day of March, 2003.

Karen Arthur
Karen Arthur

Wayne Rafey
Wayne Rafey

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Organization were acknowledged before me this 17th day of March, 2003, by KAREN ARTHUR. She personally known to me (X) or produced () _____ as identification.

My Commission expires:

Deborah J. Scheid
Notary Public



Deborah J. Scheid
Commission # DD030385
Expires Feb. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF LEE

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The foregoing Articles of Organization were acknowledged before me this 03 MAR 19 PM 1:45
March, 2003, by WAYNE RAHEY. He personally known to me (☒) or produced DATE
() TALLAHASSEE, FLORIDA as identification.

My Commission expires:

Deborah J. Scheid
Notary Public



Deborah J. Scheid
Commission # DD093885
Expires Feb. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 Arthur, Cornely & Rafey, L.L.C.
2. The name and the Florida street address of the registered agent is:

Karen Arthur
2595 Pine Street
Matlacha, Florida 33993

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I 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.


Karen Arthur