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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

FRED & BARNEY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
FRED & BARNEY, LLC**

The undersigned members, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby make, acknowledge and file the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be FRED & BARNEY, LLC (the "Company").


ARTICLE II - ADDRESS

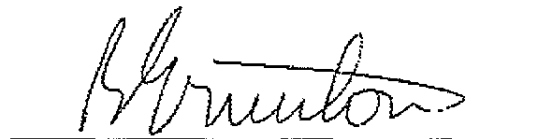
The mailing address and street address of the principal office of the Company is 14143 U.S. Highway #1, Juno Beach, Florida 33408.

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is Mark A. Kuhl, and his address is 14143 U.S. Highway #1, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned Members of the Company have made, subscribed and affirmed these Articles of Organization under the penalties of perjury at North Palm Beach, Florida, this 1st day of April, 2003.


Mark A. Kuhl


Robert C. Erneston

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization.

1. The name of the limited liability company is FRED & BARNEY, LLC.
2. The name of the registered agent in the State of Florida is Mark A. Kuhl, an individual.
3. The address of the registered agent in the State of Florida is 14143 U.S. Highway #1, Juno Beach, Florida 33408.

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Liability Company. I am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.


Mark A. Kuhl

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