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LIMITED LIABILITY COMPANY

STARBABY, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
STARBABY, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **STARBABY, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 11112 Elmfield Drive, Tampa, Florida 33625.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act").

Prepared and filed by:
Jennifer E. Murphy, Esq.
Akerman Senterfitt
100 S. Ashley Dr., Ste. 1500
Tampa, FL 33602
Tel No.: (813) 223-7333
Fax No.: (813) 223-2837
Florida Bar No. 0429724
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ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members, and, except as otherwise provided in the operating agreement of the Company, if any (the "Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members. The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Operating Agreement. The name and current address of the initial managing member is Hugh J. Murphy, 12619 Catamaran Place, Tampa, Florida 33624, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement.

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

ARTICLE VII
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE VIII
RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company shall not automatically cease and the Company shall not be dissolved automatically, but only by unanimous consent of the remaining Members or otherwise in accordance with the Operating Agreement of the Company.

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ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is c/o Akerman Senterfitt, 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent is Jennifer E. Murphy, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE X
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **STARBABY, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement of the Company, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of May, 2003.



Hugh J. Murphy,
Authorized Representative of the Members

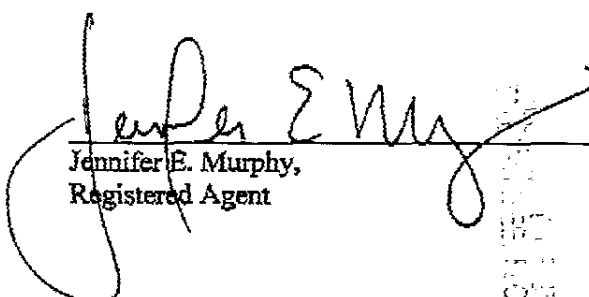
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of STARBABY, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 5th day of May, 2003.


Jennifer E. Murphy,
Registered Agent

FILED
MAY - 5 PM 8:51
2003
CLERK OF COURT
JANET L. HARRIS