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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : QUARLES & BRADY LLP
Account Number : I20000000067
Phone : (239) 262-5959
Fax Number : (239) 434-4999

LIMITED LIABILITY COMPANY

Waterloo Management Services, LLC

Certificate of Status	1
Certified Copy	1
Page Count	01-03
Estimated Charge	\$160.00

03 MAY - 7 AM 11:58
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DIVISION OF CORPORATIONS

013
5-7-03

ARTICLES OF ORGANIZATION OF WATERLOO MANAGEMENT SERVICES, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies as follows:

ARTICLE I

NAME

The name of the limited liability company shall be **Waterloo Management Services, LLC** (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company shall be 439 Wellsley Drive, Davenport, Florida 33897.

ARTICLE III

MANAGEMENT

The Company shall be managed by one or more managing members and shall be a member-managed company. The initial managing member of the Company shall be: **Norman Douglas**

ARTICLE IV

DURATION

The Company shall be perpetual in duration and shall exist until dissolved in a manner provided by law or, if an operating agreement is adopted by the members, as provided for therein.

ARTICLE V

MEMBERSHIP

The members of the Company shall have the right to admit new members upon unanimous agreement of the existing members of the Company or, if an operating agreement is adopted by the members, as provided for therein.

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JANUARY 2004

ARTICLE VI

MEMBERS' RIGHT TO CONTINUE BUSINESS

The existence of the Company shall continue notwithstanding the death, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE VII

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

✓ The name of the initial registered agent of the limited liability company is **NAPLES-LAWDOCK, INC.**, and the address of the office of the registered agent is c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

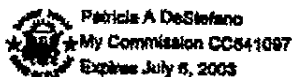
IN WITNESS WHEREOF, the undersigned has signed these Articles Of Organization as authorized representative at Naples, Florida on May 7th, 2003.

By: C. Lane Wood

C. LANE WOOD, as Authorized Representative

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7th day of May, 2003, by C. LANE WOOD, as Authorized Representative for and on behalf of one or more members of **Waterloo Management Services, LLC**, a Florida limited liability company, who [] is personally known to me or [] who produced a driver's license as identification.



(SEAL)

By: Patricia A. DeStefano

Name: _____

Notary Public

My Commission Expires: _____

In accordance with § 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

QBNAP1392030.1

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **Waterloo Management Services,
LLC.**

The name of the initial registered agent of the limited liability company is
NAPLES-LAWDOCK, INC., and the address of the office of the registered agent is
c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida
34103.

WATERLOO MANAGEMENT SERVICES, LLC

By: 
C. LANE WOOD, as Authorized Representative

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for
the above stated limited liability company at the place designated in these Articles,
the undersigned hereby accepts the appointment as registered agent and agrees to
act in that capacity. The undersigned further agrees to comply with the provisions
of all statutes relating to the proper and complete performance of its duties, and is
familiar with and accepts the obligations of its position as registered agent as
provided in Section 608.415, Florida Statutes.

NAPLES-LAWDOCK, INC., Registered Agent

By: 
LEO J. SALVATORI, as Vice-President

ATTACHED
AND
FILED

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