

Division of Corporations

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**L03 000020048**

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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From:

Account Name : ROETZEL & ANDRESS  
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Phone : (941) 649-6200  
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**LIMITED LIABILITY COMPANY**

Osprey Asset Management, LLC

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**ARTICLES OF ORGANIZATION  
OF  
OSPREY ASSET MANAGEMENT, LLC**

**ARTICLE I  
NAME**

The name of this limited liability company is Osprey Asset Management, LLC, a Florida limited liability company (the "Company").

**ARTICLE II  
DURATION**

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**ARTICLE IV  
PLACE OF BUSINESS**

The mailing and street address of the Company's principal office is 801 12<sup>th</sup> Avenue South, Suite 200, Naples, Florida 34102.

**ARTICLE V  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Joseph A. Troiano. The street address of the initial registered agent of the Company is 2320 First Street, Suite 1000, Fort Myers, Florida 33901.

**ARTICLE VI  
ADDITIONAL MEMBERS**

Additional members to the Company may be admitted. The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE VII  
TERMINATION OF MEMBERSHIP**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

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of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

**ARTICLE VIII**  
**MANAGEMENT OF THE COMPANY**

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Martin M. Wasmer  
Wasmer, Schroeder & Company, Inc.  
801 12<sup>th</sup> Avenue South, Suite 200  
Naples, FL 34102

And

Michael J. Schroeder  
Wasmer, Schroeder & Company, Inc.  
801 12<sup>th</sup> Avenue South, Suite 200  
Naples, FL 34102

**ARTICLE IX**  
**REGULATIONS**

The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

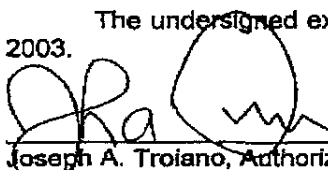
**ARTICLE X**  
**VOTING**

The Company is authorized to issue membership units with voting rights.

**ARTICLE XI**  
**CERTIFICATED INTERESTS**

The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 29<sup>th</sup> of May 2003.

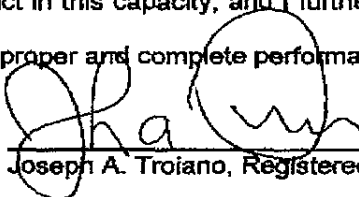
  
\_\_\_\_\_  
Joseph A. Troiano, Authorized Representative

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### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Joseph A. Troiano, Registered Agent

Dated: May 29, 2003.

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