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From:

Account Name : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813) 221-3900
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LIMITED LIABILITY COMPANY

Brookline Atlantic, LLC

Certificate of Status	1
Certified Copy	1
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HILL WARD HENDERSON

NO. 2595 P. 2/2

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**ARTICLES OF ORGANIZATION
OF**

BROOKLINE ATLANTIC, LLC

The undersigned executes these Articles of Organization of BROOKLINE ATLANTIC, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: BROOKLINE ATLANTIC, LLC

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 221 Walton Street, Suite 100, Syracuse, New York 13202.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is Lower Level, 103 North Meridian Street, Tallahassee, Florida 32301, and the name of the Company's initial registered agent at that address is CorpDirect Agents, Inc.

Having been named 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.


CorpDirect Agents, Inc.

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by managers of the company as set forth in the company's operating agreement.

EXECUTED: June 23, 2003


Christopher J. Vaughn
Authorized Representative of Member

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APPROVED
AND
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