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SELVICTOR FINE TO SERVICE OF THE SERVICE OF THE

Department of State Division of Corporations Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

SUBJECT:

Three Penny Holdings, LLC

Enclosed is an original and one copy of the articles of organization and a check for

()	(X)\$130.00	()	()
Filing Fee	Filing Fee,	Filing Fee,	Filing Fee,
and Registered	Registered Agent	Registered Agent	Registered Agent
Agent	Designation, and	Designation, and	Designation,
Designation	Certificate of Status	Certified Copy	Certified Copy, and
_			Certificate of Status

From: Gregory N. Burns, PA

P.O. Box 2194, Fort Myers, Florida 33902

239-334-7107

ARTICLES OF ORGANIZATION OF THREE PENNY HOLDINGS, LLC

D3 JUN 25 AH 9: 21
SELTILIARY G. SIAN
TALLAHASSEE, FLORI

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Three Penny Holdings, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address of the company is 2108 McGregor Blvd., #5, Fort Myers, Florida 33901.

The street address of the principal office of the company is 2108 McGregor Blvd., #5, Fort Myers, Florida 33901.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are Gregory N. Burns, 2108 McGregor Blvd., #5, Fort Myers, Florida 33901.

Having been named as registered agent and 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Gregory N. Burns

ARTICLE IV-MANAGING MEMBER

The name and address of each managing	member is as follows:	AAL S
TITLE	NAME AND ADDRESS	25 SSEE
MGRM (Managing Member)	Gregory N. Burns	
	2100 McGregor Blvd.	9: 21
	Fort Myers, Florida 33902	A
IN WITNESS WHEREOF, the unmade and subscribed these articles of org	ndersigned member or authorized repr anization at Fort Myers, Florida, on	esentative has
	Gregory N/Burns	
(In accordance with section 608.408(3), I constitutes an affirmation under the pena		
STATE OF FLORIDA COUNTY OF LEE		
Sworn to and subscribed before me this is personally known to me ORpropertype of identification produced:		gory N. Burns, who

Notary Public -- State of Florida

DONNA M. MORRISSEY
MY COMMISSION # DD 206509
EXPIRES: April 28, 2007

FL Notacy Discount Assoc. Co.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, Three Penny Holdings, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is Three Penny Holdings, LEG
- The name and address of the registered agent in Florida are:
 Gregory N. Burns
 2108 McGregor Blvd., # 5, Fort Myers, Florida 33901.

The undersigned, being the person named in the articles of organization of Three Penny Holdings, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Gregory N. Bułns Registered Agent