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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Nicotine Independence Center, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State these Articles of Organization.

ARTICLE I - Name

The name of the limited liability company created hereby (hereinafter, "the Company") is: NICOTINE INDEPENDENCE CENTER, L.L.C.

ARTICLE II - Purpose

The company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and managing investment and portfolio assets. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

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(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned; directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

1601 timberlane Drive West
Suite #300
Plant City, Florida 33566

ARTICLE IV - Duration

The existence of the company shall commence on August 18, 2003, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

ARTICLE V - Management

The Company shall be managed by managers, and the name and address of said manager is:

Michael A. Salvato
1601 Timberlane Drive West
Suite #300
Plant City, Florida 33566

ARTICLE VI - Members

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

ARTICLE VII - Admission of additional Members

The members may admit additional members in accordance with the operating agreement pertaining to the Company.

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ARTICLE VIII - Ownership

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.

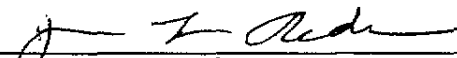
ARTICLE IX - Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 212 North Collins Street Suite 2, Plant City, Florida, 33563 3314, and the name of the registered agent at such address is James L. Redman.

ARTICLE X - Membership Units

The total number of membership units authorized to be issued by the Company shall be ten (10) units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the manager or managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.


James L. Redman
as Authorized Representative

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AUG 13 1964
STATE OF FLORIDA
TALLAHASSEE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

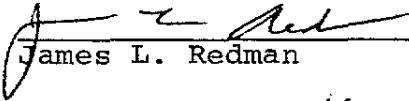
1. The name of the limited liability company is:

NICOTINE INDEPENDENCE CENTER, L.L.C.

2. The name and address of the registered agent and office are:

James L. Redman
212 North Collins Street
Suite 2
Plant City, Florida 33563 3314

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


James L. Redman

Dated: August 12, 2003

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE