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FAX NO.

P. 01

Division of Corporations

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**LD30000031412**

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : ARSENAULT & REARDON  
Account Number : 075350000225  
Phone : (727)584-1199  
Fax Number : (727)586-1071

**LIMITED LIABILITY COMPANY**

**GreatWorks Gallery, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 03       |
| Estimated Charge      | \$155.00 |

AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

*Handwritten signature/initials*

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ARTICLES OF ORGANIZATION  
OF  
GREATWORKS GALLERY, LLC

a Florida Limited Liability Company

ARTICLE I  
NAME

The Name of this Limited Liability Company is GreatWorks Gallery, LLC (The "Company").

ARTICLE II  
ADDRESS

The mailing address and the street address of the principal office is 2400 Feather Sound Drive #732, Clearwater, FL 33762.

ARTICLE III  
DURATION

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLE IV  
MANAGEMENT

The Limited Liability Company is to be managed by its managers and the name and address of such manager(s) or managing member(s) is/are:

JASON R. SELIG  
2400 Feather Sound Drive, #732  
Clearwater, FL 33762

ARTICLE V  
ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the

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condition that such additional member must agree in writing to be bound as member by the Operating Agreement of the Company.

ARTICLE VI  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not terminate the company, and the business of the company shall be continued, so long as there is at least one remaining member.


AUTHORIZED REPRESENTATIVE OF MEMBER  
GREATWORKS GALLERY, LLC

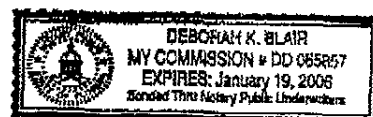
  
KENNETH G. ARSENAULT, JR.

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21 day of August, 2003, by Kenneth G. Arsenault, Jr., the Authorized Representative of GreatWorks Gallery, LLC, who is personally known to me.

WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state last aforesaid on the day and year first above written.

  
Notary Public  
My Commission Expires:



DEBORAH K. BLAIR  
NOTARY PUBLIC  
STATE OF FLORIDA  
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### ACCEPTANCE OF REGISTERED AGENT


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: GreatWorks Gallery, LLC.

The name and Florida street address of the Registered Agent is:

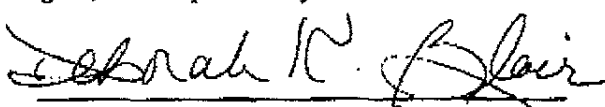
Kenneth G. Arsenault, Jr.  
10225 Ulmerton Road, Suite 2  
Largo, FL 33771.

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 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.

  
Kenneth G. Arsenault, Jr.

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21 day of August, 2003, by Kenneth G. Arsenault, Jr., the Registered Agent, who is personally known to me.

  
Notary Public  
My Commission Expires:

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