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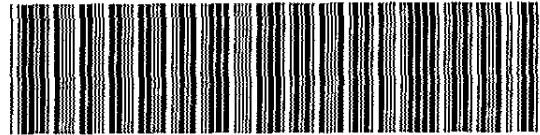
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charles R.L. White

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August 20, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Heritage Club Services, LLC

Dear Sirs:

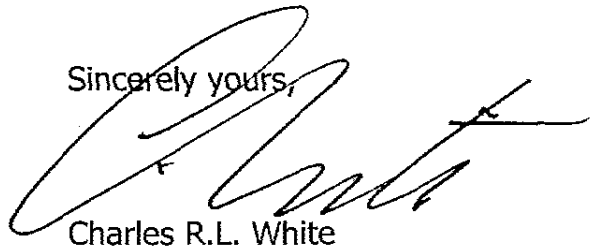
In connection with the above-referenced corporation, enclosed are an original and one photocopy of the Articles of Organization of the above corporation.

Please date-stamp the copy and return it to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of \$125.00, payable to the Secretary of State, representing the filing fee.

Thank you.

Sincerely yours,



Charles R.L. White

CRLW/jlc
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HERITAGE CLUB SERVICES, LLC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this limited liability company shall be HERITAGE CLUB SERVICES, LLC.

ARTICLE II – DURATION

The limited liability company shall have perpetual existence.

ARTICLE III – PURPOSE AND POWERS

(A) Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

(B) Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 75 Mill Street, Newport, RI 02840.

ARTICLE V – INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

CHARLES R.L. WHITE, ESQUIRE
725 North A1A, Suite E-102
Jupiter, Florida 33477

ARTICLE VI – ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII- INITIAL MANAGERS

(A) This limited liability company shall be managed by two or more managers. This limited liability company shall initially have two (2) managers. The number of managers of this company may be changed in

accordance with regulations of the company. The name and address of the initial managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY M. FARRAR	75 Mill Street Newport, RI 02840
JEFFREY J. FAUCHER	8880 South Ocean Drive Jensen Beach, FL 34957

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TALLAHASSEE, FLORIDA

(B) The initial managers shall serve until the first annual meeting of members or until their successor are elected and qualified or until their death or resignation.

ARTICLE VIII – REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

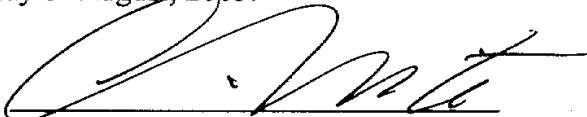
ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X – AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of August, 2003.


CHARLES R. L. WHITE, as Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

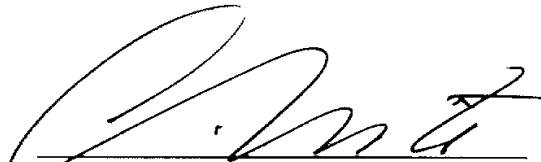
The name of the limited liability company is HERITAGE CLUB
SERVICES, LLC.

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

CHARLES R. L. WHITE, ESQUIRE
725 N. A1A, Suite E-102
Jupiter, Florida 33477

Having been named as registered agent and to accept service of process of the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: August 20, 2003


Charles R.L. White

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