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LIMITED LIABILITY COMPANY

BENJEFF HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
BENJEFF HOLDINGS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: BENJEFF HOLDINGS, LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 6906 Madison Street, Suite 1, New Port Richey, FL 34652, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office


The initial registered agent for this Company shall be Roger A. Larson, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, FL 33756.

ARTICLE IV

Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 13th day of October, 2003.


ROGER A. LARSON, Authorized Representative

Prepared by:
Roger A. Larson, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
Florida Bar No. 0108435
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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, FL 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: October 13, 2003


Roger A. Larson

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