

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

barnsdale & bennington, llc

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
BARNSDALE & BENNINGTON, LLC.**

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

ARTICLE I - NAME

The name of the limited liability company shall be Barnsdale & Bennington, LLC. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 3407 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Barry G. Segal, Barry G. Segal, P.A., 2801 Ocean Drive, Suite 204, Vero Beach, FL 32963.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Other than as stated below, no additional members shall be admitted to the company except with the unanimous consent of the managing members. A member may not transfer his or her interest in the company except as a devise or descent pursuant to a will or the intestate laws governing the estate of the member. In such a case, the transferee shall have no right to participate in the management of the business and affairs of the company.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a

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member in the company, unless the business of the company is continued by the consent of all the managing member(s).

ARTICLE IX - MANAGEMENT

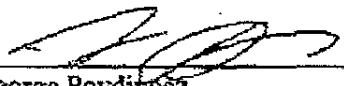
The company shall be managed by its member, George Poydinecz, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

ARTICLE X - MEMBERS

There shall be eleven (11) initial members. They are as follows:


- | | |
|-------------------|-------------------------------|
| 1. Donna Conley | 7. Kara Poydenis |
| 2. Karen Poydenis | 8. Lexi Conely |
| 3. Lynn Poydenis | 9. Kristina Poydenis Manochio |
| 4. Dan Poydenis | 10. Elaine Poydinecz |
| 5. Chris Poydenis | 11. George Poydinecz |
| 6. Tim Poydenis | |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Vero Beach, Indian River County, Florida, on this ____ day of November, 2003.


By: George Poydinecz

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

Sworn to and subscribed before me this 31 day of November, 2003, by George Poydinecz, who is personally known to me or who has presented a _____ as identification.


Notary Public -- State of Florida



Barry Glen Segal
MY COMMISSION # CC023790 EXPIRES
June 19, 2004
BONDED THROUGH TROY FARM INSURANCE, INC.

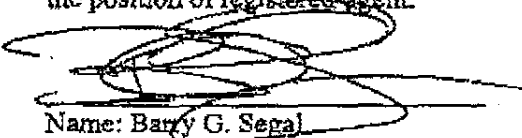
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Barnsdale & Bennington, 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 accept the obligations of the position of registered agent.


Name: Barry G. Segal
2801 Ocean Drive
Suite 204
Vero Beach, Florida 32963

OFFICE OF THE
CLERK OF THE
COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

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