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From:

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LIMITED LIABILITY COMPANY

Eagle Holding Company, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
EAGLE HOLDING COMPANY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be EAGLE HOLDING COMPANY, LLC ("Company").

ARTICLE II

ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 1395 Panther Lane, Suite 300, Naples, Florida 34109.

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 or in the Company's operating agreement.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Naples-Lawdock, Inc., 1395 Panther Lane, Suite 300, Naples, Florida 34109.

ARTICLE V

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous consent of the members.

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prior written consent of all members and on such terms and conditions as shall be approved by unanimous consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI

WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the unanimous prior consent of all the nonwithdrawing members of the Company.

ARTICLE VII

TERMINATION OF EXISTENCE

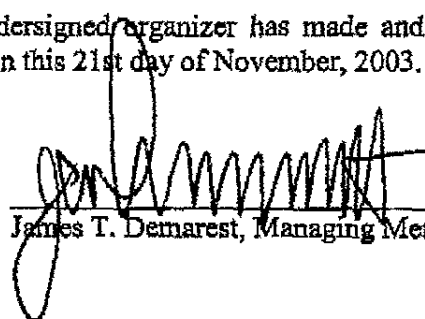
The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

ARTICLE VIII

MANAGEMENT

The Company shall be managed by its Members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 21st day of November, 2003.


James T. Demarest, Managing Member

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the limited liability company is EAGLE HOLDING COMPANY, LLC.

The name of the initial registered agent of the limited liability company is Naples-Lawdock, Inc.,
and the address of the office of the registered agent is 1395 Panther Lane, Suite 300, Naples,
Florida 34109.

REGISTERED AGENT ACCEPTANCE

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 as registered agent and agree to act in that 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.

NAPLES-LAWDOCK, INC., a Florida
corporation

By: 

Title: PRESIDENT

Date: November 21, 2003

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