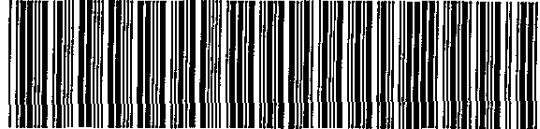


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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**Stanley A. Tarkow**  
**Attorney at Law**

**MEMO**

**To:** Florida Secretary of State (FedEx)

**From:** Stanley A. Tarkow

**Date:** January 13, 2004

**Re:** RDP-Brooksville, LLC

**cc:** Robert Elliott (w/o att.)

04 JAN 15 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I enclose the original and a copy of the Articles of Organization for this limited liability company and my check for \$125.00 in payment of the filing fees. Please file stamp the duplicate of the enclosure and return it to the undersigned in the envelope provided.

**If this can be expedited please do so.** Thanks.

ARTICLES OF ORGANIZATION  
OF  
RDP Brooksville, LLC

FILED

04 JAN 15 PM 3:15

THE UNDERSIGNED, pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a Limited Liability Company (the "Limited Liability Company") under the laws of the State of Florida does set forth the following:

1. Name.

The name of the Limited Liability Company is:

RDP Brooksville, LLC

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Act.

3. Purpose and Powers.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida to be engaged in by a Limited Liability Company organized and existing under the Act. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing under the Act.

4. Mailing Address and Street Address.

The mailing address of the Limited Liability Company is 511 Bay Street, Suite 309, Tampa, Florida 33606, and the street address of its principal place of business is 511 Bay Street, Suite 309, Tampa, Florida 33606.

5. Registered Office and Registered Agent

The registered office of the Limited Liability Company is 511 Bay Street, Suite 309, Tampa, Florida 33606, and the name of its registered agent at such address is Stanley A. Tarkow.

6. Management

The management of the Limited Liability Company shall be vested in its members or either of them.

FILED  
01 JAN 15 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7. Initial Members.

The initial members of the Limited Liability Company and business addresses are as follows:

Stanley A. Tarkow, 511 Bay Street, Suite 309, Tampa, FL 33606; and

Robert E. Elliott, 4302 Beau Rivage, Lutz, FL 33558.

8. Admission of Additional Members.

No person may be admitted as an additional member of the Limited Liability Company unless each member consents thereto in writing.

9. Dissolution.

Upon the death, bankruptcy, retirement, expulsion, or dissolution of a member of the Limited Liability Company, the Limited Liability Company shall be dissolved in accordance with the provisions of the Act, provided, however, that the remaining members may consent to continue the business of the Limited Liability Company by the affirmative vote of members whose capital accounts in the aggregate constitute 67% or more of the total capital accounts of all of the members of the Limited Liability Company.

10. Additional Contributions.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: \$10.00. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization are executed by the undersigned members 12<sup>th</sup> day of January, 2004.

  
Robert E. Elliott

  
Stanley A. Tarkow

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**FILED**  
04 JAN 15 PM 3:15  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, a resident of the State of Florida, having been named in the foregoing Articles of Organization of RDP Brooksville, LLC, as the initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations of registered agent provided for under Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Limited Liability Company.

**DATED**, this 12<sup>th</sup> day of January, 2004.

  
\_\_\_\_\_  
Stanley A. Tarkow

**AFFIDAVIT  
OF MEMBER OF  
RDP Brooksville, LLC**

**FILED**

**04 JAN 15 PM 3:15**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**STATE OF FLORIDA  
COUNTY OF SARASOTA**

The undersigned member and manager of RDP Brooksville, LLC, a Florida limited liability company, hereby declares as follows:

1. The Limited Liability Company has at least one (1) member.

2. The members of the Limited Liability Company have contributed the following:

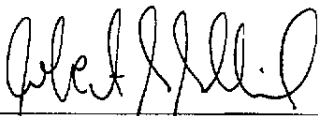
Cash \$10.00

Property none

3. The amount anticipated to be contributed by the member of the Limited Liability Company is:

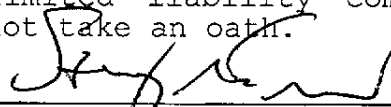
Cash \$10.00

4. This Affidavit is executed by the undersigned member of the Limited Liability Company.



Robert E. Elliott

**SWORN AND SUBSCRIBED TO** before me this 12<sup>th</sup> day of January, 2004, by Robert E. Elliott, as a member of RDP Brooksville, LLC, a Florida limited liability company. He is personally known to me and did not take an oath.



NOTARY PUBLIC, State of Florida  
My Commission Expires: \_\_\_\_\_



**STANLEY A. TARKOW**  
MY COMMISSION # DD 091069  
EXPIRES February 25, 2008  
Bonded Thru Budget Notary Services