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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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J. BRYAN FEB 10 2004

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January 29, 2004

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: TILT, LLC

EFFECTIVE DATE

01/29/04

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Organization for TILT, LLC, together with this firm's check in the amount of \$125.00, which represents the filing and registered agent fees.

It is requested that, in accordance with Florida Statute 608.409(1), the commencement date for limited liability company existence shall be January 29, 2004.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

Howard E. Googe/LS

Howard E. Googe, Jr., Esq.

HEG/lis

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF TILT, LLC, a LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "TILT, LLC".

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is: 1231 SW Sunset Trail, Palm City, FL 34990.

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent are: Howard E. Googe, Jr., Esq., 401 E. Osceola Street, Stuart, Florida 34994.

ARTICLE IV — Management:

The Company is to be managed by the members.

EFFECTIVE DATE

01/29/04

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

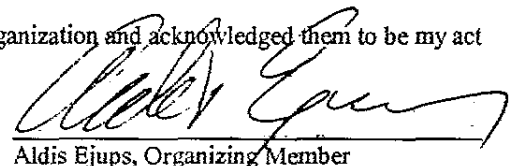
ARTICLE VI - Operating Agreement:

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

ARTICLE VII - Effective Date:

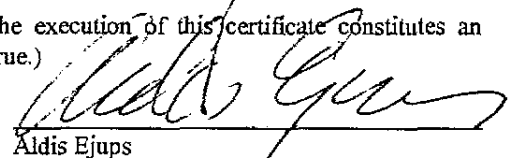
The effective date of existence of this Limited Liability Company shall be January 29, 2004.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 29 day of January, 2004.



Aldis Ejups, Organizing Member

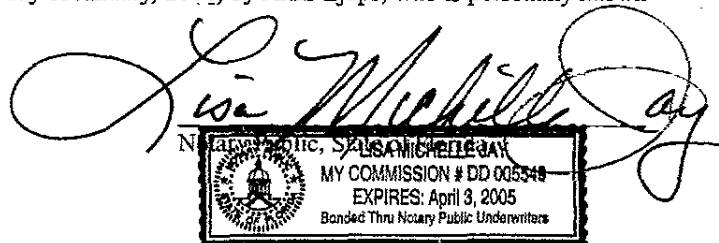
(In accordance with Section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Aldis Ejups

STATE OF FLORIDA
COUNTY OF MARTIN

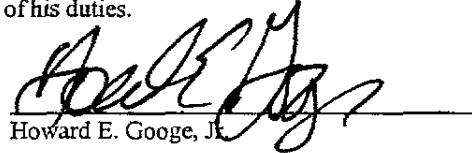
Sworn to and subscribed before me this 29 day of January, 2004, by Aldis Ejups, who is personally known to me.





ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles, the undersigned 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 his duties.


Howard E. Googe, Jr.

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