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COUNT Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN Account Number : 076656002140

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LIMITED LIABILITY COMPANY

BLACKPOINT & BISON DEVELOPMENT, LLC

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ARTICLES OF ORGANIZATION **BLACKPOINT & BISON DEVELOPMENT, 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: BLACKPOINT & BISON DEVEL LLC.

ARTICLE II Place of Business

The principal place of business and mailing address of this Company shall be 449 Central Avenue, Suite 204, St. Petersburg, FL 33701, 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 David Repka, and the address of the registered agent for service of process shall be 449 Central Avenue, Suite 204, St. Petersburg, FL 33701.

ARTICLE IV Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this February, 2004.

Prepared by:

Michael G. Little, Esq. Johnson, Pope, Bokor, Ruppel & Burns, LLF 911 Chestnut Street Clearwater, FL 33756 727-461-1818

Florida Bar No.0861677

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02-24-04 11:27am From-JOHNSON, POPE. PA

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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 449 Central Avenue, Suite 204, St. Petersburg, FL 33701, 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: 2/4/2004

#310647 v1 - BLACKPOINT & BISON DEVELOPMENT, LLC/Art of Org

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