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Division of Corporations

SONNENSCH EINH LPB

NO. 838 Page 1 of 1

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LIMITED LIABILITY COMPANY

Bernardo, LLC

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
BERNARDO, LLC,
a Florida limited liability company**

ARTICLE I - NAME

The name of this Florida limited liability company is BERNARDO, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address of the Company is 447 Kelsey Park Drive, Palm Beach Gardens, Florida 33410, and the street address of the principal office of the Company is 11382 Prosperity Farms Road, Ste. 224, Palm Beach Gardens, Florida 33410.

ARTICLE III - INITIAL REGISTERED AGENT

The name and Florida street address of the Registered Agent of the Company are NEIL F. LEWIS, 447 Kelsey Park Drive, Palm Beach Gardens, Florida 33410.

ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S)

The name and address of each Manager or Managing Member is as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
NORTHCO HOLDINGS, LLC	Managing Member

ARTICLE V - COMPANY EXISTENCE

The Company's existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

DATE: March 10, 2004.

NORTHCO HOLDINGS, LLC,
a Florida limited liability company, Sole Member

By: NFL Management, LLC, a Florida limited liability company, its Manager

By: Mitchell D. Schepps
NEIL F. LEWIS, Sole Member
by Mitchell D. Schepps, as Attorney in Fact

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

LIMITED LIABILITY COMPANY:

BERNARDO, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

NEIL F. LEWIS
447 Kelsey Park Drive
Palm Beach Gardens, FL 33410

Having been named as Registered Agent and to accept service of process for the Company named above at the place designated in this Certificate, I hereby agree to accept the appointment as Registered Agent and agree to act in this 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 as provided for in Chapter 608, Florida Statutes.



NEIL F. LEWIS, Registered Agent
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: March __, 2004

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TALLAHASSEE, FLORIDA

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MITCHELL D. SCHEPPS, ESQ.
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