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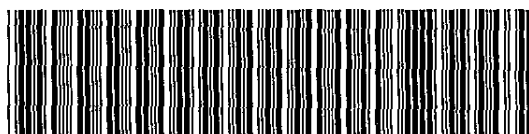
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DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 500962 82724A

AUTHORIZATION :

*Patricia Knight*

COST LIMIT : \$ 125.00

ORDER DATE : March 16, 2004

ORDER TIME : 10:09 AM

ORDER NO. : 500962-005

CUSTOMER NO: 82724A

CUSTOMER: Lawrence C.e. Garcia, Esq.  
Conroy Coleman & Hazzard, P.a.

Suite 115  
2640 Golden Gate Boulevard  
Naples, FL 34105

DOMESTIC FILING

NAME: SP & BW, LLC

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
OF  
SP & BW, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this limited liability company is SP & BW, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 220 Vintage Circle, B 305, Naples, Florida 34119. The Company's registered agent is Sebastian J. Pagani, whose office is located at 220 Vintage Circle, B 305, Naples, Florida 34119.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Sebastian J. Pagani who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing member is:

Sebastian J. Pagani  
220 Vintage Circle, B 305  
Naples, FL 34119

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 16<sup>th</sup> day of March, 2004.

By: 

Name: Sebastian J. Pagani

Its: Managing Member

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TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN  
THE STATE OF FLORIDA.

1. The name of the limited liability company is: SP & BW, LLC.
2. The name and address of the registered agent and office is:

Sebastian J. Pagani  
220 Vintage Circle, B 305  
Naples, Florida 34119

*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 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 accept the obligations of my position as registered agent.*

  
(Signature)

March 16, 2004

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