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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562490 152759A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 155.00

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FILED  
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ORDER DATE : April 12, 2004

ORDER TIME : 12:13 PM

ORDER NO. : 562490-005

CUSTOMER NO: 152759A

CUSTOMER: Ms. Andrea S. Peterson  
John A. Nold, P.a.

995 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC FILING

NAME: CUTLER, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
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- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

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

**ARTICLES OF ORGANIZATION OF CUTLER, L.L.C.**  
(a limited liability company)

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act (the "Act"), do sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Organization.

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TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name

The name of the limited liability company (which is hereinafter referred to as the "Company") shall be: CUTLER, L.L.C. (a limited liability company).

**ARTICLE II**  
Period of Duration

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

**ARTICLE III**  
Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: (1) to purchase and sell investment real estate properties; and (2) to carry on any business or activity related to or in connection with the foregoing and to have and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

**ARTICLE IV**  
Registered Office and Agent

The original registered agent and registered office of the Company will be John A. Nold, P.A., 995 North Collier Boulevard, Marco Island, Florida 34145. The Company's principal place of business and mailing address in Florida is 1430 Cutler Court, Marco Island, Florida 34145.

ARTICLE V  
Contributions

Unless all Members agree in writing, no Member shall have any obligation to make any contributions to the Company.

ARTICLE VI  
Additional Members

The existing Members shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement.

ARTICLE VII  
Continuation of Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the Company. In the event that the remaining Members fail to continue the business of the Company within such sixty (60) day period, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE VIII  
Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

ARTICLE IX  
In-Kind Distribution

A Member shall have such rights to demand and receive in-kind distributions as may be provided for in the Company's Operating Agreement.

ARTICLE X  
Management

The business of the Company shall be conducted under the management of a Manager as designated in the Company's Operating Agreement. The names and addresses of the Members

are as follows: KAREN O'LEARY, 5060 Tanglewood Park Drive, Cleves, OH 45002; SANDY OTT, 5041 Tanglewood Park Drive, Cleves, OH 45002; and JENNIFER KLEKAMP, 5761 Euclare Drive, Cincinnati, OH 45233

ARTICLE XI  
Transferability of Interests

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

DATED this 8<sup>th</sup> day of April, 2004.

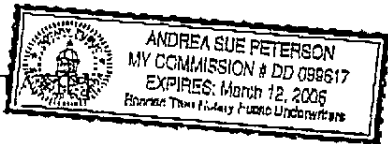
John A. Nold  
JOHN A. NOLD, As Authorized  
Representative of the Members

STATE OF  
COUNTY OF

The foregoing instrument was sworn to and acknowledged before me this 8<sup>th</sup> day of April, 2004, by JOHN A. NOLD, who are personally known to me or who have produced \_\_\_\_\_

\_\_\_\_\_ as identification and who did did not take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

[SEAL OR ST



Andrea Sue Peterson  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CUTLER, L.L.C... at the place designated in the Articles of Incorporation, John A. Nold agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: 4/8/04

John A. Nold  
John A. Nold