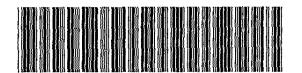
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ACCOUNT NO. : 072100000032 587703 REFERENCE: 82866A AUTHORIZATION : COST LIMIT : ORDER DATE: April 23, 2004 ORDER TIME : 1:09 PM ORDER NO. : 587703-005 CUSTOMER NO: 82866A CUSTOMER: John J. Lancaster, Esq Clark, Campbell & Mawhinney, P.a. Suite 800 500 South Florida Avenue Lakeland, FL 33801 DOMESTIC FILING NAME: HAPPNEY HOLDINGS, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Amanda Haddan - EXT. 2955

ARTICLES OF ORGANIZATION OF HAPPNEY HOLDINGS, LLC, a Florida Limited Liability Company

ARTICLE I. Name

The name of the Limited Liability Company is: HAPPNEY HOLDINGS, LLC

ARTICLE II. Address

The mailing address and street address of the principal office of the Limited Liability Company is:

HAPPNEY HOLDINGS, LLC 886 Park Avenue, #201 Marco Island, Florida 34145

ARTICLE III. Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

WENDY W. HAPPNEY 639 Bimini Avenue Marco Island, Florida 34145

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 and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

WENDY W. HØPPNEY

Registered Agent's Signature

ARTICLE IV. Management

The Limited Liability Company is to be managed by a manager and is, therefore, a managermanaged company. The name, mailing address, and street address of such person who is to serve as manager is:

> K. M. HAPPNEY and WENDY W. HAPPNEY 639 Bimini Avenue Marco Island, Florida 34145

K. M. HAPPNEY, Managing Member

WENDY W. HAPPNEY, Managing Member

SECRETARY OF STATE