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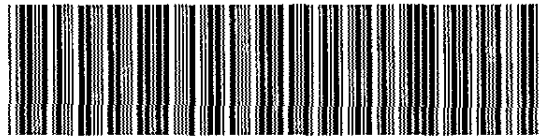
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BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 598270 9385A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 125.00

FILED
04 APR 28 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 28, 2004

ORDER TIME : 3:48 PM

ORDER NO. : 598270-005

CUSTOMER NO: 9385A

CUSTOMER: John M. Brunson, Esq
John Morgan Brunson Attorney
At Law
1474 Jordan Hills Court

Clearwater, FL 33756

DOMESTIC FILING

NAME: BARKLEY INVESTMENTS, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BARKLEY INVESTMENTS, LLC**

The undersigned, desiring to form a limited liability company under the provisions of Florida Statute 608, as amended, hereby sets forth the following:

ARTICLE I

Name

The name of the Limited Liability Company is BARKLEY INVESTMENTS, LLC (hereinafter referred to as the "Limited Liability Company")

ARTICLE II

Principal Office & Mailing Address

The principal place of business and mailing address of this Limited Liability Company shall be 30 Sunset Bay Drive, Belleair, FL 33756.

ARTICLE III

Duration

The Limited Liability Company will terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the membership of a member of this Limited Liability Company, unless the remaining Members elect to continue the business of the Limited Liability Company in accordance with the provisions of the Operating Agreement of the Limited Liability Company.

ARTICLE IV

Registered Office and Agent

The address of the initial registered office of the Limited Liability Company is located at 1474 Jordan Hills Court, Clearwater, Florida 33756. The initial registered agent is John Morgan Brunson, Esquire, whose business address is the same as the address of the initial registered office.

ARTICLE V

Management

The Limited Liability Company shall be managed by one or more Managers, as further provided in the Limited Liability Company's Operating Agreement. The following

Member is appointed the initial Manager until replaced in accordance with the provisions of the Operating Agreement:

Barkley Family Partnership, Ltd.,
a Colorado limited partnership
30 Sunset Bay Drive
Belleair, FL 33756

ARTICLE VI **Members**

The initial members of this Limited Liability Company are:

Barkley Family Partnership, Ltd.,
a Colorado limited partnership
30 Sunset Bay Drive
Belleair, FL 33756

Brad Barkley
8102 North Illinois
Indianapolis, IN 46260

Mark Barkley
4500 Northwoods Lane
Bloomington, IN 47404

Devendra Amin
2505 KENT PLACE,
CLEARWATER, FL 33764.

Richard Liles
7869 Bayou Club Blvd
Largo FL 33777

ARTICLE VII **Written Operating Agreement**

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: April 27, 2004

Barkley Family Partnership, Ltd., a
Colorado limited partnership

By: Craig S. Barkley

Craig S. Barkley, General Partner
Member

Brad Barkley
Brad Barkley
Member

Mark Barkley
Mark Barkley
Member

Devendra Amin
Devendra Amin
Member

Richard Liles
Richard Liles
Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this
27th day of April, 2004, by Craig S. Barkley, as General Partner of the Barkley Family
Partnership, Ltd., a Colorado limited partnership, who X is personally known or
produced _____ as identification.

JOYCE C. JONES
Notary Public, State of Florida
My comm. exp. Aug. 12, 2005
Comm. No. DD 048877

Joyce C. Jones
Notary Public, State of Florida
My Commission Expires: 8/12/2005

STATE OF Florida
COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 27th day of April, 2004, by Brad Barkley, who X is personally known or _____ produced _____ as identification.

JOYCE C. JONES
Notary Public, State of Florida
My comm. exp. Aug. 12, 2005
Comm. No. DD 048877

Joyce C. Jones
Notary Public, State of Florida
My Commission Expires: August 12, 2005

STATE OF Florida
COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 27th day of April, 2004, by Mark Barkley, who X is personally known or _____ produced _____ as identification.

JOYCE C. JONES
Notary Public, State of Florida
My comm. exp. Aug. 12, 2005
Comm. No. DD 048877

Joyce C. Jones
Notary Public, State of Florida
My Commission Expires: August 12, 2005

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 27th day of April, 2004, by Devendra Amin, who X is personally known or _____ produced _____ as identification.

JOYCE C. JONES
Notary Public, State of Florida
My comm. exp. Aug. 12, 2005
Comm. No. DD 048877

Joyce C. Jones
Notary Public, State of Florida
My Commission Expires: August 12, 2005

STATE OF FLORIDA
COUNTY OF Pineellas

The foregoing Articles of Organization were acknowledged before me this
27th day of April, 2004, by Richard Liles, who X is personally known or _____
produced _____ as identification.

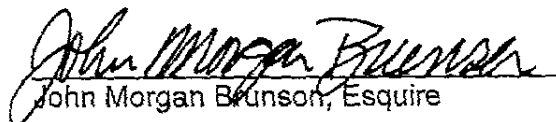
JOYCE C. JONES
Notary Public, State of Florida
My comm. exp. Aug. 12, 2005
Comm. No. DD 048877

George C. Jones
Notary Public, State of Florida
My Commission Expires: August 12, 2005

CERTIFICATE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for BARKLEY INVESTMENTS, LLC, is familiar with and accepts the obligations of a registered agent as provided for in the Act and hereby agrees to act in such capacity, and further agrees to comply with the provisions of the Florida statutes relative to the proper and complete performance of all of his duties hereunder.

Dated: April 27, 2004


John Morgan Brunson, Esquire