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E. Murray Moore, Jr.  
Attorney at Law

(850) 222-3533  
murray@penningtonlaw.com

May 11, 2004

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Department of State  
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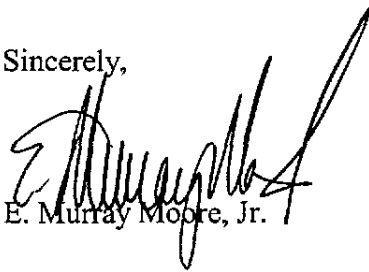
**RE: Articles of Organization & Registered Agent Designation  
The Group, LLC**

To Whom it May Concern:

Please accept the enclosed Articles of Organization and Registered Agent Designation for filing. Also enclosed is Check No. 48337 in the amount of \$125.00 for the requisite fee. Please call my assistant, Karen Bradley, at 222-3533 as soon as it is ready for pick up.

Please do not hesitate to call me if you have any questions. Your cooperation in this matter is appreciated.

Sincerely,



E. Murray Moore, Jr.

EMMJr/kab  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
THE GROUP, LLC**

FILED  
04 MAY 11 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

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

2. PERIOD OF DURATION.

The Company shall have a perpetual period of duration. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. PURPOSE.

The purpose for which the Company is organized is to design, develop and purchase products for resale, and to engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The mailing and street address of the place of business in Florida for the Company is:  
c/o Walter Harrison  
4944 Summer Beach Boulevard  
Amelia Island, Florida 32034

Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: E. Murray Moore, Jr., Esq., and the initial registered office is located at 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: Six Hundred and No/100 Dollars (\$600.00) in cash.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. MANAGEMENT.

The Company shall be managed by all of its Members, and is therefore a Member-managed company.

10. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify its Members in their management capacity to the full extent permitted under the Florida Limited Liability Company Act.

11. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed at Nassau County, Florida, on the 27 day of February, 2004.

By: Walter L. Harrison

Print Name: Walter L. Harrison

("Member")

STATE OF Florida  
COUNTY OF Nassau

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

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: **The Group, LLC**
2. The name and address of the registered agent and office is:

E. Murray Moore, Jr., Esq. (NAME)

215 S. Monroe Street, Second Floor  
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301  
(CITY/STATE/ZIP)

By: Walter L. Harrison  
Name: WALTER L. HARRISON

Member of The Group, LLC

Date: 2/27/04

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.

SIGNATURE

E. Murray Moore Jr.  
5/3/04

DATE

REGISTERED AGENT FILING FEE: \$25.00