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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

hilltop circle, l.l.c.

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION OF

HILLTOP CIRCLE, L.L.C.

(16)

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. we further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **HILLTOP CIRCLE, L.L.C.**, and its principal office and mailing address are located a 608 Harbor Drive South, Venice, FL 34285 in the County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation; or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company is to be managed by one (1) manager. The name and address of the person/entity that shall serve as manager until the first annual meeting of members or until a successor is elected and qualified are as follows:

Kevin Zeigler
608 Harbor Drive South
Venice, Florida 34285

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, unless specifically permitted in the Regulations and Operating Agreement for the Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on majority consent of the remaining members.

ARTICLE VI

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

KEVIN ZEIGLER 100%

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following share:

KEVIN ZEIGLER 100%

ARTICLE VII

DURATION

The date and time when the existence of the limited liability company shall commence is on the date of filing of these Articles with the Florida Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 608 Harbor Drive South, Venice, FL 34285, City of Venice, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Kevin Zeigler.

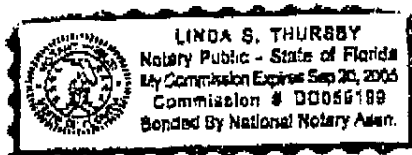
Under penalties of perjury, the undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **HILLTOP CIRCLE, L.L.C.** and that the facts stated herein are true and correct.

Executed by the undersigned on May 19, 2004.


Kevin Zeigler
Member

State of Florida
County of Manatee

Before me this 19th day of May, 2004, personally appeared KEVIN ZEIGLER, as Member and on behalf of **HILLTOP CIRCLE, L.L.C.** who is personally known.




Notary Public
My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA
COUNTY OF MANATEE

Pursuant to the provisions of Sections 608.415 and 608.507 of the Florida Statutes, the undersigned limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: **HILLTOP CIRCLE, L.L.C.**

The name of the registered agent for **HILLTOP CIRCLE, L.L.C.**, is **KEVIN ZEIGLER**, and the street address of the company's principal office where the agent is located is 608 Harbor Drive South, Venice, FL 34285.

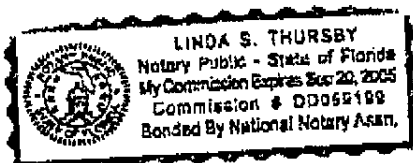
This statement is to acknowledge that, as indicated above, **HILLTOP CIRCLE, L.L.C.** has appointed me, **KEVIN ZEIGLER**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

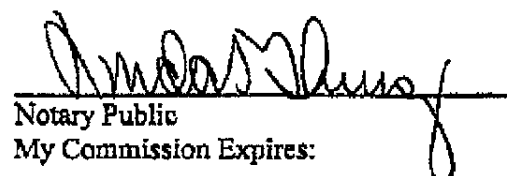
Dated this 19th day of May, 2004.


KEVIN ZEIGLER

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of May, 2004, by **KEVIN ZEIGLER**, as registered agent, on behalf of Hilltop Circle, LLC., a limited liability company, who is personally known to me.




Notary Public
My Commission Expires:

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