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(City/State/Zip/Phone #)

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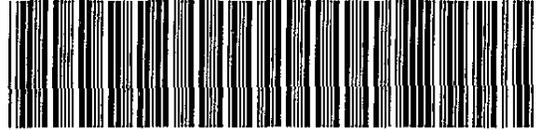
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CORPORATION
ALLAHASSEE, FLORIDA

J. BRYAN MAY 27 2004

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May 18, 2004

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Tallahassee, Florida 32314

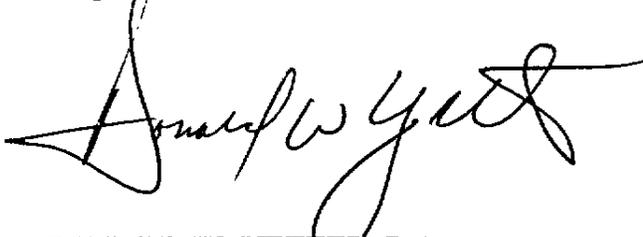
Re: Zoo Holdings, LLC Articles of Organization

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for the Zoo Holdings, L.L.C. and my client's check number 5389 in the amount of \$125.00 to cover the filing cost thereof.

Please file the original and return a copy to me along with the Certificate of Organization.

Respectfully,



DONALD W. YETTER, P.A.

DWY/jlm

Enclosures

THIS INSTRUMENT PREPARED BY:
DONALD W. YETTER, Esquire
1111 - Ninth Avenue West, Suite B
Post Office Box 9335
Bradenton, Florida 34206
(941) 749-1402

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ZOO HOLDINGS, L.L.C.

ARTICLE I - NAME

THE NAME OF THIS Limited Liability Company shall be **ZOO HOLDINGS, L.L.C.**

ARTICLE II - ADDRESS

THE MAILING ADDRESS and street address of the principal office of the Limited Liability Company shall be 4251 North Washington Boulevard, Sarasota, Florida 34234.

ARTICLE III - DURATION

THE PERIOD OF DURATION for this Limited Liability Company shall be until (i) the death, retirement, resignation and/or dissolution of a member of the Limited Liability Company; (ii) the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company; (iii) the Limited Liability Company is dissolved in a manner provided by law; or (iv) as further provided in the regulations of the Limited Liability Company as adopted by the members. The members of the Limited Liability Company shall have a right to continue the business of the Limited Liability Company on the unanimous consent of the remaining members.

ARTICLE IV - MANAGEMENT

THIS LIMITED LIABILITY COMPANY is to be managed by "Managers" and the name and addresses of the persons or entity who are to serve as such Managers are:

LARRY CAVALLUZZI
4251 North Washington Boulevard
Sarasota, Florida 34234

TODD STUART
4251 North Washington Boulevard
Sarasota, Florida 34234

ARTICLE V - MEMBERSHIP RESTRICTIONS

MEMBERS OF THE LIMITED Liability Company shall have a right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of such members admission to this Limited Liability Company.

A MEMBER'S INTEREST in this Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the members of the Limited Liability Company.

ON THE DEATH, RETIREMENT, resignation or dissolution of a member of this Limited Liability Company, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members of the Limited Liability Company shall have the right to continue the business on unanimous consent of the remaining members.

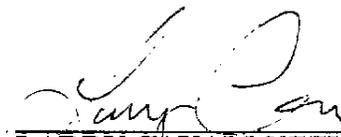
ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE STREET ADDRESS of the initial Registered Office of this Limited Liability Company is 4251 North Washington Boulevard, Sarasota, Florida 34234. The name of the Limited Liability Company's initial Registered Agent at that address is **LARRY CAVALLUZZI**.

THE UNDERSIGNED BEING an original member of this Limited Liability Company certifies that this instrument constitutes the proposed Articles of Organization of **ZOO HOLDINGS, L.L.C.**

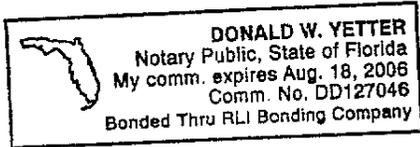
EXECUTED BY THE undersigned in Bradenton, Manatee County, Florida, on May 14, 2004.


LARRY CAVALLUZZI

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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF MANATEE**

THE FOREGOING instrument was acknowledged before me on this 14th day of May, 2004, by LARRY CAVALLUZZI, who is personally known to me or who produced _____ as identification.



[Signature]

Notary Public
Print Name:
My Commission Expires:
My Commission Number:

ACCEPTANCE OF REGISTERED AGENT

PURSUANT to Section 608.407(2), Florida Statutes, the following is submitted in compliance with said statute: That **ZOO HOLDINGS, L.L.C.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles Of Organization, in the County of Sarasota, State of Florida, has named **LARRY CAVALLUZZI**, whose address is 4251 North Washington Boulevard, Sarasota, Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING been named to accept service of process for **ZOO HOLDINGS, L.L.C.**, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statute, relative to keeping open said office.

DATED: May 14, 2004.

REGISTERED AGENT:

[Signature]

LARRY CAVALLUZZI

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