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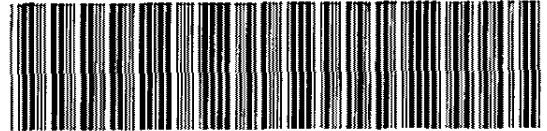
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BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719249 11548A

AUTHORIZATION :

*Patricia Pijoto*

COST LIMIT : \$ 155.00

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ORDER DATE : June 4, 2004

ORDER TIME : 4:48 PM

ORDER NO. : 719249-005

CUSTOMER NO: 11548A

CUSTOMER: Karen S. Keaton, Esq  
Karen S. Keaton, P.a.

2816 Beach Boulevard

Saint Petersburg, FL 33707

DOMESTIC FILING

NAME: TBC MANAGEMENT, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
TBC MANAGEMENT, L.L.C.

FILED  
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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be TBC MANAGEMENT, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

2643 Gulf To Bay Boulevard  
Suite 1560, #411  
Clearwater, FL 33759.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Karen S. Keaton, 2816 Beach Boulevard, St. Petersburg, FL 33707.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become

a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

#### ARTICLE VIII -- MANAGEMENT

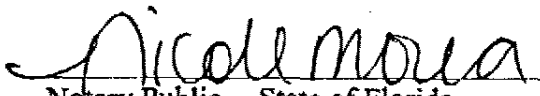
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Louis A. Esserman, Manager  
2643 Gulf To Bay Boulevard  
Suite 1560, #411  
Clearwater, FL 33759

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at St. Petersburg, Florida, on June 4, 2004.

  
\_\_\_\_\_  
Karen S. Keaton

Sworn to and subscribed before me this 4<sup>th</sup> day of June, 2004 by Karen S. Keaton.

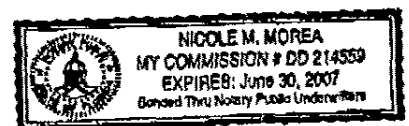
  
\_\_\_\_\_  
Notary Public -- State of Florida

Personally Known ✓

OR

Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_  
(Seal)



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, TBC MANAGEMENT, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is TBC MANAGEMENT, L.L.C.
2. The name and street address of the registered agent in Florida are:

Karen S. Keaton  
2816 Beach Boulevard  
St. Petersburg, FL 33707

The undersigned, being the person named in the articles of organization TBC MANAGEMENT, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
KAREN S. KEATON