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LIMITED LIABILITY COMPANY

cml properties, llc

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ARTICLES OF ORGANIZATION
OF
CML PROPERTIES, LLC

The undersigned Organizer, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 (2003), hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be:

CML PROPERTIES, LLC (hereinafter "the Company").

ARTICLE II - ADDRESS

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

4622 Mount View Drive
Lakeland, Florida 33813

ARTICLE III - PURPOSE

The purpose of the Company is to engage in every phase of any and all activities or business purposes permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or business as may be permitted in any foreign country.

ARTICLE IV - DURATION

The period of duration of the Company shall be perpetual, from the date of the filing of these Articles with the Secretary of State, unless the Company is dissolved earlier upon a determination by Members owning more than 50% of the Company, that the Company should be dissolved, or at such earlier time as provided by applicable law.

ARTICLE V - REGISTERED AGENT

The name and address of the registered agent of the Company in the State of Florida are:

James A. Barrios, PL
255 North Kentucky Avenue, Suite 201
Lakeland, Florida 33801

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ARTICLE VI -STRUCTURE OF THE COMPANY

Membership interests in the Company shall be measured in Percentage Interest Units, each Percentage Interest Unit to represent such amount of capital contributions as the Members unanimously determine. The Company is authorized to issue One Thousand Percentage Interest Units, which may be evidenced by certificates. The contents of such certificates shall be determined by the Members.

ARTICLE VII -MANAGEMENT AND CONTROL OF THE COMPANY

The company shall be managed by a manager ("Manager") in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement 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 are:

C. Michael Ludwig
4822 Mount View Drive
Lakeland, FL 33813

ARTICLE VIII -VOTING RIGHTS

At any meeting of the Members, each Member entitled to vote shall have a number of votes equal to the number of Percentage Interest Units issued to the Member pursuant to Article V (above). Meetings of the Members may be called by Members representing in the aggregate, more than 50% of the Percentage Interest Units issued by the Company. The Company shall deliver or mail written notice stating the date, time and place of any meeting of the Members, and, when otherwise required by law, a description of the purposes for which the meeting is called, to each Member of record entitled to vote at the meeting, at such address as appears in the records of the Company, such notice to be mailed at least Ten (10), but not more than Forty-five (45) days, before the date of the meeting. Members may waive the notice requirements of the meeting. Members may further appear and vote by proxy, provided appointment of such proxy is in writing. At any meeting of the Members, presence of Members entitled to cast at least Fifty-one percent (51%) of the total votes of all Member entitled to vote at such meeting constitutes a quorum.

ARTICLE IX -MAJOR DECISIONS

No act concerning a "major decision" shall be taken, sum expended, decision made or obligation incurred by the Company, except by the consent of Members holding a super-majority of outstanding (issued) Percentage Interest Units ("Super Majority"). A Super Majority shall mean greater than Sixty-six

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percent (86%) of issued and outstanding Percentage Interest Units, and notice requirements shall be as provided in Article VIII. Major Decisions include sale or encumbrance of substantially all of the assets of the Company; borrowing of money (in the Company's name); commission of any act that would make it impossible for the Company to carry on its ordinary business, or severely hinder the Company's ability to do so; amendment of these Articles of Organization, and/or any operating agreement or regulations adopted by the Members; altering Management responsibilities; determinations concerning compensation for any Members providing management services to the Company; and decisions concerning distributions.

ARTICLE X—CAPITAL AND CAPITAL ACCOUNTS

Additional capital may be contributed to the Company, but only on the written consent of a Super Majority. No interest may be paid on Capital Contributions. An individual capital account ("Capital Account") must be established and maintained on behalf of each Member, including any additional or substituted Member who shall hereafter receive an interest in the Company. The Capital Accounts of each Member consists of the amount of cash the Member has contributed to the Company, plus the agreed fair market value of any property the Member has contributed to the Company, less any liabilities assumed by the Company or to which such property is subjected, plus the amount of profits or income allocated to such Member, less the amount of losses and deductions allocated to such members, less the amount of all cash distributed to such member, less the fair market value of any property distributed to such member, less such Members' share of any other expenditures which are not deductible by the Company for federal income tax purposes or which are not allowable as additions to the basis of Company property, and subject to such other adjustments as may be required under the Internal Revenue Code.

ARTICLE XI—INITIAL MEMBERS; PERCENTAGE INTEREST UNITS

The names, addresses of the initial members, and the Percentage Interest Units held by each, are as follows:

NAME	ADDRESS	PERCENTAGE INTEREST UNITS
C. Michael Ludwig	4622 Mount View Drive Lakeland, FL 33813	50
Steffan D. Gibbs	832 S. Cedros Avenue Solana Beach, CA 92075	50
PERCENTAGE INTEREST UNITS ISSUED:		100
PERCENTAGE INTEREST UNITS NOT ISSUED:		900
TOTAL AUTHORIZED:		1,000

ARTICLE XII -ADMISSION OF NEW MEMBERS

Except as expressly provided otherwise herein or otherwise agreed, no additional members shall be admitted to the Company except with the written consent of Members controlling a Super Majority (over 88%) of the issued and outstanding Percentage Interest Units.

ARTICLE XII -TRANSFERABILITY OF MEMBERS' INTEREST

Any Member shall have the right to assign that Member's interest in the Company upon such terms as such Member agrees, except that the assignee of such interest shall only be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned. However, such assignee may not become a member, unless approved pursuant to Article XII above, and therefore, such assignee may not exercise voting rights, or other rights reserved to the Members, unless admitted to the Company pursuant to Article XII.

ARTICLE XIII -MEMBERS' RIGHT TO CONTINUE BUSINESS


The business of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a Member or a Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company (including insanity, retirement, resignation, and expulsion of a Member or manager), though the Company may be dissolved under any of the aforementioned circumstances, upon a Super Majority vote of all the remaining members, based upon such members' Percentage Interest Units.

ARTICLE XIV -ORGANIZER

The name and address of the Organizer is:

James A. Barrios, Esquire
255 North Kentucky Avenue, Suite 201
Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization, at Lakeland, Polk County, Florida, this 2nd day of July, 2004.


James A. Barrios, Esq.
Organizer / member

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

Under the provisions of F.S. 608.415 or 608.507, CML Properties, LLC, 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:

CML Properties, LLC

2. The name and street address of the registered agent in Florida are:

James A. Barrios, PL
255 North Kentucky Avenue
Suite 201
Lakeland, Florida 33801

The undersigned, being the person named in the articles of organization of CML Properties, LLC, 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.

James A. Barrios, PL


By: James A. Barrios, Esquire

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