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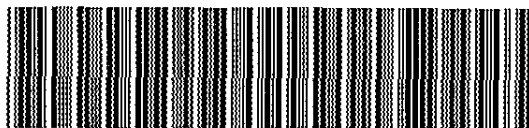
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DELOACH & PETERSON, P.A.

ATTORNEYS AT LAW

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FAX (386) 423-9967

July 8, 2004

**FLORIDA DEPARTMENT OF STATE**

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

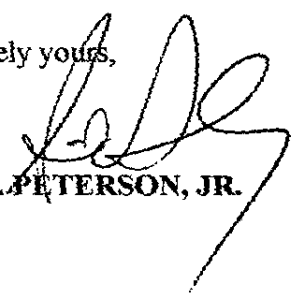
Re: Retro Development, LLC  
File No. 04-12377

Dear Sirs:

Enclosed please find Articles of Organization, along with a copy of same concerning the above-referenced limited liability company. I have also enclosed this firm's check in the amount of \$125.00 for your various filing fees.

Please return a conformed copy of the Articles of Organization to this office.

Sincerely yours,

  
SID C. PETERSON, JR.

SCP/bg  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
RETRO DEVELOPMENT, L.L.C.**

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 **RETRO DEVELOPMENT, L.L.C.** ("Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 690 North U.S. Highway 1, Oak Hill, Florida 32759, and its corporate mailing address being 2463 Regents Street, Orlando, Florida 32804.

**ARTICLE III  
DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual 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:

**JEAN MORRISSETTE**  
2463 Regents Street  
Orlando, Florida 32804

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**ARTICLE V**  
**MANAGEMENT**

The Company shall be managed by its members 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 names and addresses of the initial members of the Company are:

**MITCHELL J. SORBERA**  
30 Bayview Avenue  
Salem, Massachusetts

**JEAN MORRISSETTE**  
2463 Regents Street  
Orlando, Florida 32804

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed these Articles of Organization at New Smyrna Beach, Volusia County, Florida, on June 29<sup>th</sup>, 2004.

  
\_\_\_\_\_  
**JEAN MORRISSETTE**

**BEFORE ME**, a Notary Public, personally appeared, **JEAN MORRISSETTE**, who is personally known to me who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to these Articles of Organization on this 29<sup>th</sup> day of June, 2004.

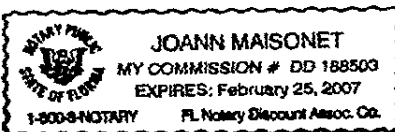
  
\_\_\_\_\_  
**JOANN MAISONET**

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



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

Under the provisions of F.S. 608.415, **RETRO DEVELOPMENT, 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 **RETRO DEVELOPMENT, L.L.C.**

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

**JEAN MORRISSETTE**  
2463 Regents Street  
Orlando, Florida 32804

The undersigned, being the person named in the Articles of Organization of **RETRO DEVELOPMENT, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
**JEAN MORRISSETTE, Registered Agent**