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SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

SUITE 800 CITRUS CENTER 255 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801 POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300 FACSIMILE (407) 843-2448 E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

July 12, 2004

Florida Secretary of State Division of Corporations Bureau of Corporate Records 409 East Gaines Street Tallahassee, FL 32399

Re: TODC, LLC

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced limited liability company:

- 1. Original Articles of Organization submitted for filing;
- 2. A check in the amount of \$155.00; and
- 3. One photocopy of the executed Articles of Organization.

Kindly file the enclosed documents as soon as possible and return to us one certified copy of the Articles of Organization. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

ery truly yours/

John P. Greeley

JPG:erw Enclosures

Copy to: Matthew M. Moore w/o enclosure

ARTICLES OF ORGANIZATION

$\overline{\mathbf{OF}}$

TODC, LLC

The undersigned, desiring to organize this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of the limited liability company shall be TODC, LLC (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: 59 Skyline Drive, Suite 1100, Lake Mary, Florida 32746.

ARTICLE III - DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization, Operating Agreement, or regulations of the Company, or by operation of law.

ARTICLE IV - PURPOSE AND GENERAL POWERS

The general purposes of this Company shall be the transaction of any or all the business for which corporations may be incorporated under law. The Company shall have all of the powers enumerated under law and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE V - MANAGER

The management of the Company shall be reserved to the manager or manager of the Company.

The number of managers of the Company shall be the number from time to time fixed by the members, or the managers, in accordance with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VI ADOPTION AND AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS.

The Company shall have an Operating Agreement or regulations, the amendment of which shall be in accordance with the terms thereof.

ARTICLE VII - ADDRESS AND REGISTERED AGENT

The mailing address and street address of the initial registered office of the Company in the State of Florida shall be 59 Skyline Drive, Suite 1100, Lake Mary, Florida 32746. The name of the registered agent of the Company at that address is Matthew M. Moore.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these

Articles of Organization this	July , 2004.	[]
	ASSEE O	
	By: Matthew M. Moore	•
M. Moore. Said person (check one) sis pe	this 6 day of July, 2004, by Matthew ersonally known to me, produced a driver's license ithin the last five (5) years) as identification, or \Box	
SHEKA JOYCE HAKM	Printed Name: Sheila Jouce Hamon	ļ

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.401, et seq., Florida Statutes, the following is submitted:

TODC, LLC (the "Company") desiring to organize as a limited liability company under the laws of the State of Florida has named and designated Matthew M. Moore, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 59 Skyline Drive, Suite 1100, Lake Mary, Florida 32746.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6 day of July 2004.

SSEE, FLORIE