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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Meadowlee LLC

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**ARTICLES OF ORGANIZATION
OF
MEADOWLEE LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized agent of the initial Member of the limited liability company hereby certifies that the Members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

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

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 2430 Vanderbilt Beach Road, Unit 108-285, Naples, FL 34109.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 1395 Panther Lane, Naples, Florida 34109.

**ARTICLE IV
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 earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

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**ARTICLE V
MANAGEMENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Company will be managed by members in accordance with the Company's Operating Agreement, this Instrument and the Florida Limited Liability Company Act.


**ARTICLE VI
RESTRICTIONS ON MEMBERSHIP**

The sole Member shall have the right to admit new members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

**ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned at Naples, Florida on the 26 day of July, 2004.



T. Robert Bulloch, Esq.
Authorized Representative


STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME the undersigned authority, this 26th day of July 2004, personally appeared T. Robert Bulloch, Esq., who is personally known to me.

(SEAL)



Elaine J. Stuart
My Commission DD063163
Expires January 11, 2006



Notary Public State of Florida
Printed Name: ELAINE J. STUART
My commission expires: 1/11/06

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS MEADOWLEE LLC.

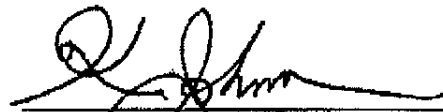
THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS NAPLES-LAWDOCK, INC., AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS 1395 PANTHER LANE, NAPLES, FLORIDA 34109.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of MEADOWLEE 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 duties, and is familiar with and accept the obligations of the position of registered agent.

Date: July 26, 2004

NAPLES-LAWDOCK INC.



KIMBERLY LEACH JOHNSON
Its Secretary