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(City/State/Zip/Phone #)

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(Business Entity Name)

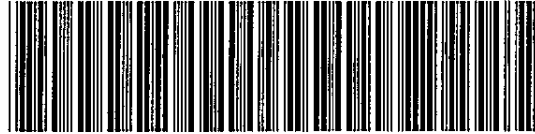
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Applied Investments - Gainesville, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lorence Jon Bielby, Esq.
(Name of Person)

Greenberg Traurig, P.A.
(Firm/Company)

101 E. College Avenue
(Address)

Tallahassee, FL 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

Shannon Abbott at (850) 425-8548
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
APPLIED INVESTMENTS – GAINESVILLE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608, or other applicable provision).

ARTICLE I - Name

The name of this Limited Liability Company is: Applied Investments – Gainesville, LLC (the "Company").

ARTICLE II - Duration

The Company shall exist from the date of filing these Articles with the Florida Secretary of State until terminated in accordance with the Company's regulations and/or in accordance with law.

ARTICLE III - Address

The mailing and street address for the principal office of the Company is Applied Investments – Gainesville, LLC, 2770 N.W. 43rd Street, Suite B, Gainesville, FL 32606-7419.

ARTICLE IV - Admission of Additional Members

Additional members to the Company may be admitted, but only if all the current Members unanimously agree to the admission of the additional members and unanimously agree to the terms of admission. Members can only be removed if all the current Members unanimously agree.

ARTICLE V - Members Rights to Continue Business

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI - Management

The daily, usual course of business of the Company will be managed by a manager (the "Manager"). Upon due authorization by the Members, the Manager can contract with the necessary professionals or service providers such that the daily business of the Company can be performed, subject to the controls as set forth herein and as set forth in the regulations. The Manager shall be elected annually by the Members in the manner prescribed by and provided for by the Members of the Company. The Manager shall hold the office(s) and have the responsibilities accorded to him/her by the Members. The Members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the Members holding two-thirds interest in the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Thomas Schanze
411 Pablo Avenue
Jacksonville, Florida 32250

ARTICLE VII - Operating Agreement

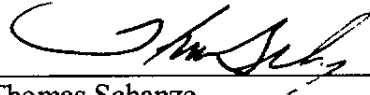
The Members shall have the power to adopt, alter, amend, or repeal operating agreements of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII - Registered Agent and Office

The street address of the Corporation's initial registered office is 101 E. College Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is: Lorence Jon Bielby, Esq., Greenberg Traurig, P.A.

Applied Investments – Gainesville, LLC
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The undersigned executed these Articles of Organization on the 5 day of AUG, 2002.



Thomas Schanze
Member, Applied Investments – Gainesville, LLC

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

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

1. The name of the limited liability company is Applied Investments – Gainesville, LLC
2. The name and address of the registered agent and office is:

Lorence Jon Bielby, Esq.
Greenberg Traurig, P.A.
101 East College Avenue
Tallahassee, Florida 32301

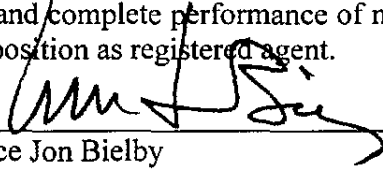


Thomas Schanze
Member, Applied Investments – Gainesville, LLC

Applied Investments – Gainesville, LLC
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Lorence Jon Bielby
Greenberg Traurig, P.A.
101 E. College Avenue
Tallahassee, FL 32301
Registered Agent

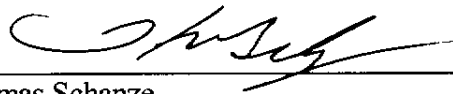
Date: JULY 26, 2004

**AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Applied Investments – Gainesville, LLC deposes and says:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$20,000.00; and
3. If any, the agreed value of property other than cash contributed by members is \$0; and
4. the total amount of cash or property anticipated to be contributed by members is \$350,000.00.

Dated as of this 5th day of Aug, 2004.



Thomas Schanze

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).