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LIMITED LIABILITY COMPANY

Barnabas Fund, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
FOR
Barnabas Fund, LLC
a Florida Limited Liability Company

ARTICLE I - Name

The name of the limited liability company is **Barnabas Fund, LLC**

ARTICLE II - Address

The initial mailing address and street address of the principal office of the limited liability company is 111 West Jefferson Street, Suite 100, Orlando, Florida 32801.

ARTICLE III - Duration

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2054 unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE IV - Management

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as the initial manager of the limited liability company is:

John A. Riley
111 W. Jefferson St.
Suite 100
Orlando, FL 32801

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ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than one hundred percent (100%) of the Percentage Interests (as defined in the regulations of the Company) of the then existing members of the limited liability company.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 24th day of August, 2004.



THEODORE D. ESTES, ESQ.

Authorized Representative of a Member

This document was prepared by
and should be returned to:

Theodore D. Estes, Esquire
DIVINE & ESTES, P.A.
24 South Orange Avenue
Suite 203
Orlando, Florida 32801

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
Barnabas Fund, LLC
a Florida limited liability company**

Pursuant to the provision of Section 808.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

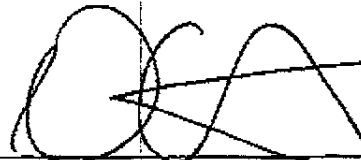
1. The name of the limited liability company is:

Barnabas Fund, LLC

2. The name and address of the registered agent and office is:

Theodore D. Estes, Esq.
24 South Orange Avenue
Orlando, Florida 32801

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.


THEODORE D. ESTES, ESQ.
Date: August 24th, 2004

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