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HARRISBURG PA



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August 23, 2004

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SOUTHERN PALM PROPERTIES, LLC.

Dear Sir or Madame:

Enclosed please find an original and a copy of the Articles of Organization for the above-referenced corporation along with our check no. 3460 made payable to the Secretary of State in \$125.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Organization to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

Paul N. Mascia

2004 AUG 26 A 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

PNM/akh
Enclosure

cc: Keith Maretsky

ARTICLES OF ORGANIZATION
OF
SOUTHERN PALM PROPERTIES, LLC

A Florida Limited Liability Company
553 Quail Crest Court
Debary, Florida 32713

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is:

SOUTHERN PALM PROPERTIES, LLC

ARTICLE II — Purpose

The Company is organized to engage in any business permitted under the Act.

ARTICLE III — Address

The mailing address and street address of the principal office of the Limited Liability Company is:

553 Quail Crest Court
Debary, Florida 32713

ARTICLE IV — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Keith Maretsky
553 Quail Crest Court
Debary, Florida 32713

ARTICLE V — Management

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The identity and number of the managers will be established as provided in the Limited Liability Company's Operating Agreement.

Articles of Organization for
SOUTHERN PALM PROPERTIES, LLC

Page -1-

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2008 AUG 26 A 11:34
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TALLAHASSEE, FLORIDA

ARTICLE VI — Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

ARTICLE VII — Indemnification

The Limited Liability Company shall indemnify its members, managers and agents to the fullest extent permitted by law.

ARTICLE VIII — Limited Liability of Members and Managers

The private property of the members and managers shall not be subject to payment of the Limited Liability Company's debts to any extent.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18 day of August, 2004.



Keith Maretsky, Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.



Keith Maretsky, Registered Agent

SECRETARY OF STATE
FLORIDA
AUG 11 11:31 AM '04