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W4-65440

ARTICLES OF ORGANIZATION OF MD RYAN PAINTING, LLC

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

ARTICLE I

<u>NAME</u>

The name of the Limited Liability Company is: MD RYAN PAINTING, LLC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Limited Liability Company is: 263 N. Orange Street, Inlet Beach, FL 32413. The mailing address for the Company is: P.O. Box 2468, Santa Rosa Beach, FL 32459.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Limited Liability Company is: **263** N. F. Orange Street, Inlet Beach, FL 32413. The name of the initial registered agent is Mark D. Ryan.

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed Limited Liability Company. All documents executed on behalf of the Limited Liability Company need only be signed by one of the managers. All third parties may rely on documents executed by one of the managers as binding the Limited Liability Company. The initial managers of the Company may be replaced, and additional managers may be added by a vote of the members as more fully set forth in the operating agreement for the Limited Liability Company. The initial manager is: Mark D. Ryan.

ARTICLE V

MEMBERS

The initial Member of the Limited Liability Company is: Mark D. Ryan.

ARTICLE VI

LIMITED LIABILITY

The members and managers of the Limited Liability Company shall have limited liability as provided for in the operating agreement and the applicable provisions of the Florida Limited Liability Act.

ARTICLE VII

INDEMNIFICATION

The Limited Liability Company shall indemnify the members and managers of the Limited Liability Company to fullest extent provided by law including, without limitation, the provisions of the operating agreement and the provisions of the Florida Limited Liability Act.

ARTICLE VIII

DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member or the occurrence of any other event which terminates the continued members of a member of the Limited Liability Company, the Limited Liability Company shall be terminated unless the remaining members unanimously agree to continue the business of the Limited Liability Company.

ARTICLE IX

TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the Limited Liability Company unless prior written consent is obtained by the transferor from all the remaining members.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization as member and manager and acknowledged it to be my act this ____day of August, 2004. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

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 the Articles of Organization for MD Ryan Painting, LLC, which is as follows: 263 N. Orange Street, Inlet Beach, FL 32413. 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.

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

By: Mark D. Ryan, Registered Agent

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