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ROBERTS & LAW, P.A.

ATTORNEYS AT LAW
POST OFFICE BOX 57
250 S. MAIN AVENUE
GROVELAND, FLORIDA 34736

TELEPHONE NUMBER: (352) 429-2183

FAX NUMBER: (352) 429-3035

ARTHUR E. ROBERTS
(1929-1997)

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JULIA R. LAW
SECRETARY OF CORPORATIONS
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August 31, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: TCD Investment Group, LLC.

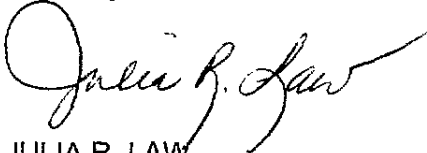
Gentlemen:

Relative to the subject new limited liability company, enclosed please find the original and one copy of the articles of organization, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$155, representing the \$100.00 filing fee, \$30.00, for certified copy, and \$25.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

ARTICLES OF ORGANIZATION
OF
TCD INVESTMENT GROUP, L.L.C.

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS AND
MAILING ADDRESS

The name of the limited liability company shall be TCD INVESTMENT GROUP, L.L.C. and its principal office shall be located at 18240 Wind Crest Lane, Groveland, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be Post Office Box 120755, Clermont, Florida 34712.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation or service and to render any other service or assistance it may lawfully

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do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or *businesses to be transacted shall be construed as both purposes and powers* of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or to do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by the members. The name and address of the initial member of the limited liability company are as follows:

TINA M. CARTER, 490 West Lakeshore Drive, Clermont, Florida 34711

TRACEY L. DEXTER, 18240 Wind Crest Lane, Groveland, Florida 34736

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the limited liability company is 18240 Wind Crest Lane, Groveland, Florida 34736. The initial registered agent at that address is TRACEY L. DEXTER.

ARTICLE VI
DURATION

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of TCD INVESTMENT GROUP, L.L.C., executed by the undersigned in Lake County, Florida, on August 31, 2004.


TINA M. CARTER


TRACEY L. DEXTER

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STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared TINA M. CARTER and TRACEY L. DEXTER, who are personally known to me, or who produced FLD# C6368362-6391-0 + D236842-63880-0, as identification, who are the members of the limited liability company herein, and acknowledged that they subscribed to these Articles of Organization.

WITNESS my hand and seal in the County and State named above this 31st
day of August, 2004.

Beverly S. Staples
Notary Public



Beverly S. Staples
MY COMMISSION # DD170446 EXPIRES
January 15, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

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**STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is TCD INVESTMENT GROUP, L.L.C

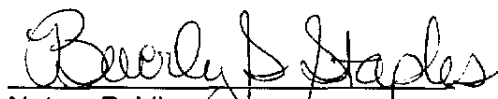
The name of the registered agent for TCD INVESTMENT GROUP, L.L.C., is TRACEY L. DEXTER, and the street address of the company's principal office where the agent is located is 18240 Wind Crest Lane, Groveland, Florida 34736.

This statement is to acknowledge that, as indicated above, TCD INVESTMENT GROUP, L.L.C. has appointed me, TRACEY L. DEXTER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 31st day of August, 2004.


TRACEY L. DEXTER

The foregoing instrument was acknowledged before me this 31st day of August, 2004, by TRACEY L. DEXTER, agent on behalf of TCD INVESTMENT GROUP, L.L.C., a limited liability company. She is personally known to me or has produced FL DL# D236-812-63-880-0, as identification.


Notary Public



Beverly S. Staples
MY COMMISSION # DD170446 EXPIRES
January 15, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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