

SEP-08-2004 (WED) 11:21 CARLTON FIELDS

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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

VILLAGE CAPITAL PARTNERS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
VILLAGE CAPITAL PARTNERS, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of VILLAGE CAPITAL PARTNERS, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: VILLAGE CAPITAL PARTNERS, LLC

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 1111 Grandon Boulevard, A-202, Key Biscayne, FL 33149.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

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This instrument prepared by:
Stephen P. Johnson, Esq.
Carlton Fields, P.A.
100 SE 2nd Avenue
P.O. Box 019101
Miami, FL 33131-9101
Tel: (305) 530-0050

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ARTICLE FOUR
MANAGEMENT


The Company will be a manager-managed company.

ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of the 8th day of September, 2004.


Stephen P. Johnson, Authorized
Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated as registered agent for VILLAGE CAPITAL PARTNERS, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, William D. Rohrer, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for said company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC

By: 
William D. Rohrer, Esq.
Authorized Representative