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DIVISION OF CORPORATION

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 892270 150991A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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ORDER DATE : September 20, 2004

ORDER TIME : 11:0 AM

ORDER NO. : 892270-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq
Gould Cooksey Fennell O'Neill
Marine Carter & Hafner, P.a.
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: M&R HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I -- NAME

The name of the Limited Liability Company is **M&R HOLDINGS, L.L.C.**

ARTICLE II -- ADDRESS

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

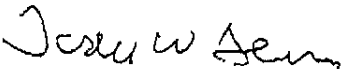
3556 Martha's Lane
Vero Beach, FL 32967

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent are:

TODD W. FENNELL, ESQ.
979 Beachland Blvd.
Vero Beach, FL 32963

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 Article of these Articles of Organization, 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 as provided for in Chapter 608 of the Florida Statutes.



TODD W. FENNELL
Registered Agent

ARTICLE IV -- MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company.

ARTICLE V -- GOVERNED BY OPERATING AGREEMENT

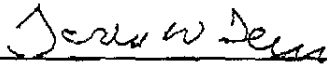
The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified from time to time.

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TALLAHASSEE, FLORIDA

ARTICLE VI - EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, an authorized agent of a member of the Limited Liability Company has affixed his signature this 11th day of September, 2004.



TODD W. FENNELL
Authorized Agent

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