

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : GLENN RASMUSSEN & FOGARTY, P.A.
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LIMITED LIABILITY COMPANY

Arcus America, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
ARCUS AMERICA, LLC**

These Articles of Organization are executed and filed with the Florida Department of State to form a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act"):

ARTICLE I. NAME

The name of the limited liability company is: Arcus America, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 620 Columbus Drive East, Tierra Verde, Florida 33715.

ARTICLE III. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by one or more managers who will be elected by the members of the limited liability company in the manner set forth in its Operating Agreement. The managers have the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the offices and have the responsibilities that are conferred on them in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is a manager of the limited liability company.

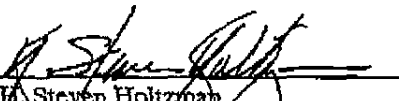
ARTICLE IV. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for all lawful purposes, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do everything described in section 608.404 of the Act.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the limited liability company is 100 S. Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of its initial registered agent at that address is H. Steven Holtzman.

EXECUTED: September 27, 2004


H. Steven Holtzman
Authorized Representative

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GLENN RASMUSSEN

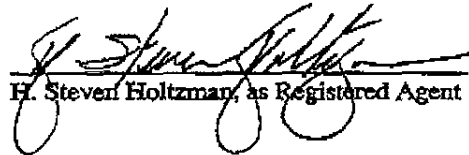
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process as the registered agent for the above-stated limited liability company at the place designated in this document, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position as registered agent.

September 27, 2004


H. Steven Holtzman, as Registered Agent

3238-001-B Articles of Organization (4-29-04)

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