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MACKEY LAW GROUP, P.A.

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Reply To:
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Bradenton, FL 34206-9528
E-mail:
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September 17, 2004

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Post Office Box 6327
Tallahassee, FL 32314

Re: SPG Enterprises., LLC

Dear Sir or Madam:

The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:

Robert A. Hoonhout, Esq.
MACKEY LAW GROUP, P.A.
1402 Third Avenue West
Bradenton, FL 34205

For further information concerning this matter, please call:

Robert A. Hoonhout at (941) 746-6225

Sincerely,

MACKEY LAW GROUP, P.A.

Robert A. Hoonhout

Filing Fees included with this letter:

- X \$100.00 Filing Fee for Articles of Organization
- X \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- X \$ 5.00 Certificate of Status (Optional)

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**ARTICLES OF ORGANIZATION
OF
SPG Enterprises, LLC**

The undersigned adopt the following articles of organization to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I

The name of the limited liability company shall be SPG Enterprises, LLC.

ARTICLE II

These articles shall be effective, and the limited liability shall be formed, immediately upon filing. The period of the limited liability company shall be perpetual.

ARTICLE III

This limited liability company is organized to engage in real estate investment activities and any ancillary business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, together with all things incidental or connected with said purposes that are not forbidden by Florida law, or by these articles of organization, and to carry out said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or the foreign country.

ARTICLE IV

The mailing address and the street address of the principal office of the limited liability company shall be 7067 Twin Hills Terrace, Bradenton, Florida 34202.

ARTICLE V

The initial street address in Florida of the initial registered agent of the limited liability company is 7067 Twin Hills Terrace, Bradenton, Florida 34202. The name of the initial registered agent at such address is Steven O. Gardner.

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ARTICLE VI

The name and addresses of the initial members are as follows:

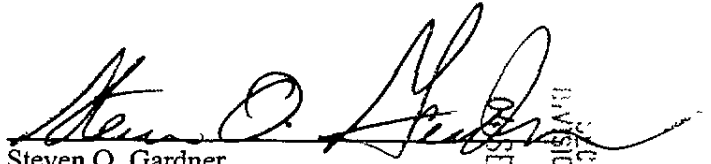
<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Steven O. Gardner	7067 Twin Hills Terrace	Bradenton, Florida 34202
Paree S. Gardner	7067 Twin Hills Terrace	Bradenton, Florida 34202

No other person may be admitted as a member of the limited liability company unless each of the initial members, and any members subsequently admitted, consents in writing to the admission of the additional member.

ARTICLE VII

The individual members of the limited liability company shall not be liable under any judgement, decree, or order of the court, or in any other manner, for a debt, obligation, or liability of this limited liability company except as provided in the Florida Limited Liability Company Act.

The undersigned has made and subscribed these articles of organization at the law office of MACKEY LAW GROUP, P.A., 1402 Third Avenue West, Bradenton, Florida on this 16 day of September, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Steven O. Gardner

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes (1999), I.P.G., LLC, a limited liability company organized under the laws of the State of Florida, submits the following statement designating the registered agent and his Florida office:


1. The name of the limited liability company is: SPG Enterprises, LLC.

2. The name and address of the registered agent and office is:

Name: Steven O. Gardner
Address: 7067 Twin Hills Terrace, Bradenton, Florida 34202

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 CERTIFICATE, 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.

Dated: September 16, 2004.


Printed Name: Steven O. Gardner

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