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To:

Division of Corporations
Phone Number: : (360) 206-0838

From:

Account Number : ROBERT C HORNUNG PROFESSIONAL, LIMITED COMPANY
Account Number: 115990000202.
Fax: : (503) 776-8850
Fax: : (503) 622-2841.

LIMITED LIABILITY COMPANY

REGISTRATION, LLC

Certified by:	10
Certified Day:	10
Page Count:	41
Estimate Charge:	\$128.00

Accepted by:

Accepted by:

Accepted by:

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ARTICLES OF ORGANIZATION**NAME****SGM INSURANCE CO., INC.**

If the undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, do hereby adopt this following Articles of Organization:

ARTICLE I**NAME**

The name of the Limited Liability Company shall be SGM INSURANCE CO., INC.

ARTICLE II**ADDRESS**

The mailing address of the principal office of the Limited Liability Company is 1783 3rd Street, Suite 310, Naples, Florida 34103.

ARTICLE III**ORGANIZATION**

The act of formation of the Limited Liability Company is to be in effect from 1993 until it is dissolved or terminated by death, disability, resignation, expulsion, bankruptcy or insolvency of one or more members or upon the occurrence of any other event which terminates the corporate membership of a member, unless the business of the Limited Liability Company is continued by the survivor of the remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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ARTICLE IV**PROVISIONS**

The purpose for which this limited liability company is organized is to transact business in the business of retail, limited liability companies; namely to organize limited liability companies, including, but not limited to the following:

- (a) "The acquisition, power under power and business dealing in real estate;
- (b) "The acquire, power, leasehold, lease, contract, and otherwise dispose of land or real property or personal property or any interest in its real property;"
- (c) "The carry on any business or activity the regular or usual business heretofore conducted by any;
- (d) "The do such other acts as are incidental to and in connection with the accomplishment of the aforesaid the purpose for which this company was formed;"
- (e) "To have and exercise all rights and powers which may hereafter be granted or granted to a limited liability company by law."

This foregoing, shall be construed the sole objects, purposes and powers, no commitment having been made, and it is intended to constitute no evidence of the power of the corporation to do any other act than those hereinabove set forth.

ARTICLE V**MANAGEMENT**

The management of this limited liability company, shall be vested in one or more operating managers.

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ARTICLE VI**TRANSMISSION OF PARTNERSHIP**

St. Lucia LLC is intended to be a partnership for purposes of doing business and is not intended to be a limited liability company.

ARTICLE VII**AMENDMENT AND REGULATIONS**

It is agreed to adopt the Amended and Restated Regulations or Operating Agreement, if this Limited Liability Company is to exist in the members of the Limited Liability Company.

ARTICLE VIII**TRANSFERRABILITY OF MEMBERSHIP INTERESTS**

The beneficial interests of the Members of this Limited Liability Company may be transferred in accordance with the rules provided in the Operating Agreement. However, if a Member of the remaining Members of this Limited Liability Company does not approve of such proposed transfer or assignment, unanimous written consent of the members of the member who shall be entitled to participate in the management of the business and the first of this Limited Liability Company or become a Member. The transferee shall become a member only if he is able to contribute at least 10% of the capital or other contributions of all members, and the amount of contributions available to the Member otherwise would be reduced.

ARTICLE IX**WITHDRAWAL OR REDUCTION****MEMBER'S CONTRIBUTION TO CAPITAL**

An individual Member shall not receive any benefit from the Company, except illustrations, until his liability to this Limited Liability Company, except liability of Members to occur to the extent of his contribution to capital, but not exceed the value of the Limited Liability Company's assets.

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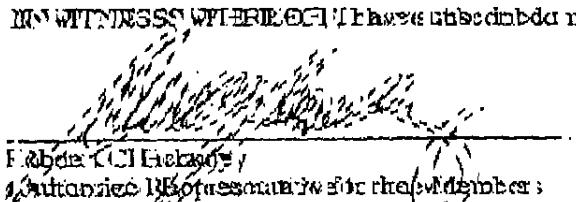
ARTICLE 3**REGISTRATION OF COMPANY AND ADDRESS**

The initial registration fee of Limited Liability Company shall be \$1000.00 US Dollars and the registration fee for the Limited Liability Company shall be \$1395.00 US Dollars (One Thousand Three Hundred Ninety Five US Dollars).

ARTICLE 4**COMMENCEMENT OF BUSINESS**

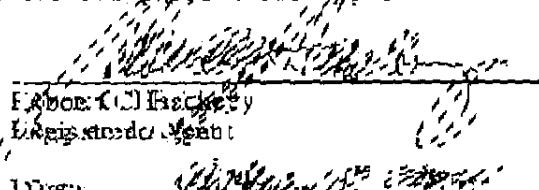
To Limited Liability Company shall be allocated to commence their business from the date of filing this article of incorporation.

IN WITNESS WHEREOF I have subscribed my name this 1st day of October, 2004


Elyda C. Backes,
Authorized Representative for the Member:

ACCEPTANCE OF AGREEMENT

I, having read and/or accept herein all the process of it the above-named Limited Liability Company, at the address stated above, hereby accept to enter into the capacity of Registered Agent and agree to comply with the provisions contained in accepting this office.


Elyda C. Backes
Authorized Agent

Date: 11/12/04

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