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To:

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

From:

Account Name : VOIGT & VOIGT, P.A.
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY**APRICOT HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SEVEN
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
APRICOT HOLDINGS, LLC**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

APRICOT HOLDINGS, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 BEE RIDGE ROAD, SARASOTA, FL 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is **STEPHEN F. VOIGT**.

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. If 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, F.S.


STEPHEN F. VOIGT

FIFTH: The mailing address and principal office of the Limited Liability Company is 1809 S. Lakeshore Drive, Sarasota, FL 34231.

SIXTH: The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: **MICHAEL R. VOIGT** and **MELINDA VOIGT**.

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SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

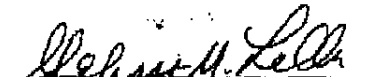
EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

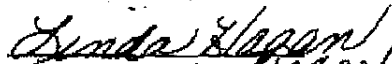
NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on November 2, 2004.

In the presence of:

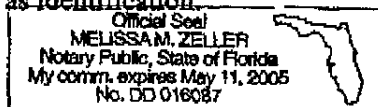

print: Melissa M. Zeller


print: LINDA HAGAN


MICHAEL R. VOIGT

STATE OF FLORIDA, COUNTY OF SARASOTA, ss.

The foregoing instrument was acknowledged before me on the 2nd day of November, 2004, by MICHAEL R. VOIGT, who is personally known to me or who has produced a Driver's License as identification.




Notary Public

My commission expires on

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