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December 8, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Reculver, LLC

Dear Sir, dear Madam:

Enclosed herewith please find the original together with one fully executed copy of the Articles of Organization for **RECVLVER, LLC**.

I have also enclosed my check in the amount of \$125.00 to cover the filing fee and cost of a certified copy of the Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

If you should have any questions or concerns, please do not hesitate to contact this office at your earliest convenience.

Very truly yours,


Glenn Cotter

Encl.

**ARTICLES OF ORGANIZATION
OF
RECULVER, L.L.C.**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, as the same may from time to time be amended (the "Act").

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is: RECULVER, L.L.C.

**ARTICLE II
ADDRESSES**

The initial mailing address and street address of the Company is 20 Atlantic Avenue, St. Augustine, Florida 32084 .

**ARTICLE III
REGISTERED AGENT**

The name and street address of the initial registered agent of the Company are Sean P. Sheppard, Esq., SCOTT & SHEPPARD, P.A., 99 Orange Street, St. Augustine, Florida 32084.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by the members and is, therefore, a member managed company.

**ARTICLE V
LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 1st day of December, 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.

By: _____

Sean P. Sheppard
Authorized Representative

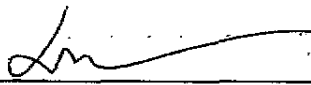
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STATE
ALLAHBACH
FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

I, Sean P. Sheppard, Esq., having been named to accept the service of process for RECULVER, L.L.C., certify that I am a permanent resident of St. Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED at St. Johns County, Florida, this 1st day of December, A.D., 2004.

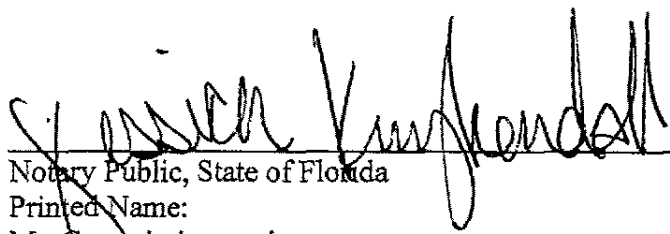


Sean P. Sheppard

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Sean P. Sheppard, to me personally known and known to be the person described as the authorized agent and resident agent who executed the foregoing Articles of Organization and Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Johns County, Florida, this 1st day of December, A.D., 2004.



Notary Public, State of Florida
Printed Name:
My Commission expires:



Jessica Kuykendall
MY COMMISSION # DD299931 EXPIRES
March 14, 2008
BONDED THRU TROY FAIN INSURANCE, INC