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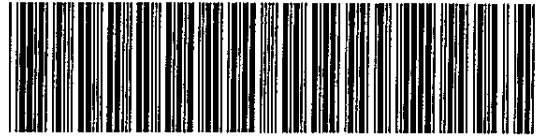
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

Subject: BELLAGIO PARTNERS, LLC.

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to:

CHARLES B. KIMSEY
6077 Clark Center Avenue
Sarasota, FL 34238

For further information concerning this matter, please call Charles B. Kimsey at (941)
927-7700

Very truly yours,


Charles B. Kimsey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BELLAGIO PARTNERS, L.L.C.**

The undersigned person, acting as the organizer of Bellagio Partners, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company is:

BELLAGIO PARTNERS, L.L.C.

ARTICLE II – COMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III – PURPOSE

The company may transact any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV – INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 6077 Clark Center Avenue, Sarasota, FL 34238, and the name of the company's initial registered agent is Charles B. Kimsey.

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ARTICLE V – PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 6077 Clark Center Avenue, Sarasota, FL 34238

ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority of the membership interest and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII – MANAGEMENT BY MEMBERS

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, and the name and address of the initial managing member is:

CHARLES B. KIMSEY
6077 Clark Center Avenue
Sarasota, FL 34238

ARTICLE VIII – REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the company vests exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

CHARLES B. KIMSEY
6077 Clark Center Avenue
Sarasota, FL 34238

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ARTICLE X – TERMINATION OF MEMBER

The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the company.

ARTICLE XI – AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the membership interests and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: December 2, 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).



Charles B. Kimsey
Authorized representative as a member

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TALLAHASSEE, FLORIDA

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BELLAGIO PARTNERS, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That BELLAGIO PARTNERS, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its original registered office, as indicated in its Articles of Organization, at 6077 Clark Center Avenue, Sarasota, FL 34238, has named Charles B. Kimsey as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for BELLAGIO PARTNERS, L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with and accepts the obligations of Section 608.415, Florida Statutes.

DATE: December 2, 2004



Charles B. Kimsey

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TALLAHASSEE, FLORIDA

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