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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099433 7108498

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigute

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ORDER DATE : December 21, 2004

ORDER TIME : 3:09 PM

ORDER NO. : 099433-045

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.

Suite 1000, Alhambra Towers
121 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: RD REALTY HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**Articles of Organization
for
RD REALTY HOLDINGS, L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

1. **Name.** The name of this limited liability company is "RD REALTY HOLDINGS, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

801 U. S. Highway 27 South
Sebring, FL 33870

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ., Esq.
Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

The address of its registered office is:

121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

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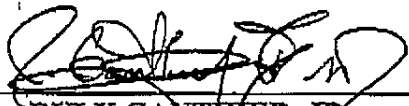
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

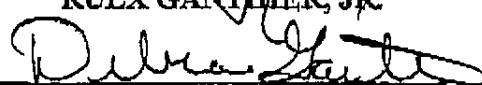
Rulx Ganthier, Jr.
801 U.S. Highway 27 South
Sebring, FL 33870

11. **Initial Members.** The names and addresses of the initial single members of the Company are as follows:

Rulx Ganthier, Jr., As Tenants by the Entireties
Debra Ganthier, As Tenants by the Entireties
801 U.S. Highway 27 South
Sebring, FL 33870

Dated this 13th day of December, 2004.

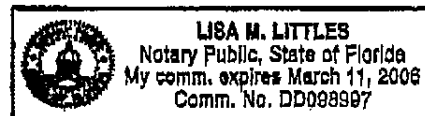


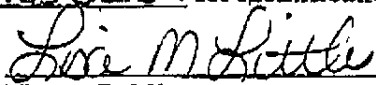
RULX GANTHIER, JR.


DEBRA GANTHIER

State of Florida)
) ss
County of Highlands)

The foregoing Articles of Organization were acknowledged before me this 13 day of December, 2004, by RULX GANTHIER, JR. and DEBRA GANTHIER, as Tenants by the Entirety, who each has produced their FL Drivers License for identification.





Notary Public
Name of Notary: Lisa M. Little
My Commission expires: _____

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



RICHARD J. ALAN CAHLAN, ESQ.,
as Registered Agent