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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MATTHEWS VENTURES HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
MATTHEWS VENTURES HOLDINGS, LLC
A Florida Limited Liability Company**

FILED
2005 JAN 25 AM 10:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be MATTHEWS VENTURES HOLDINGS, LLC.

ARTICLE II

Address

The mailing and principal address of this limited liability company shall be 158 South Ocean Boulevard, Palm Beach, Florida 33480.

ARTICLE III

Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:


Robert V. Matthews
158 South Ocean Boulevard
Palm Beach, Florida 33480

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

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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, Florida Statutes.


ROBERT V. MATTHEWS

ARTICLE IV

Management

The limited liability company is to be managed by a manager, and is, therefore, a manager managed company.

ARTICLE V

Commencement

This limited liability company shall commence its existence upon the date of execution of these Articles of Organization pursuant to Florida Statutes 608.409(1), providing that a limited liability company's existence may begin up to five (5) days before the filing with the Secretary of State.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)


ROBERT V. MATTHEWS, MEMBER

Dated this 25th day of January, 2005.

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