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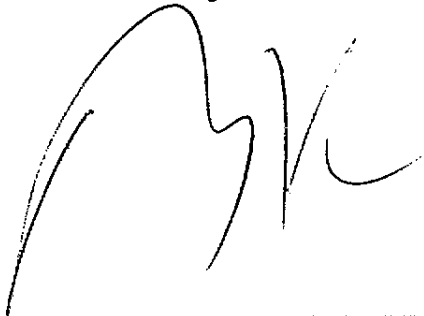
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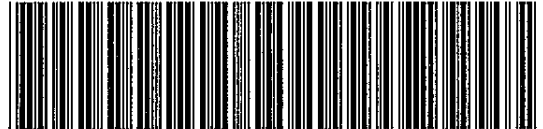
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Shade Tree Holdings, LLC

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- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
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- Cert. Copy \_\_\_\_\_
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- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
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- Courier \_\_\_\_\_

Signature

Requested by:

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Name                      Date                      Time

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**ARTICLES OF ORGANIZATION  
OF  
SHADE TREE HOLDINGS, L. L. C.  
a LIMITED LIABILITY COMPANY**

**FILED**  
05 JAN 28 PM 12:48  
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TALLAHASSEE, FLORIDA

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I**

Name

The name of the limited liability company, referred to in these Articles as "Company", is SHADE TREE HOLDINGS, L. L. C.

**ARTICLE II**

Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE III**

Purpose

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV**

Principal Address

The address of Company's principal place of business in Florida is 13026 Peregrin Circle, Bradenton, FL 34212. This is also the mailing address.

**ARTICLE V**

Registered Agent and Office

The name of Company's initial registered agent in Florida is CARLOS BLANCO. The address of Company's registered office in Florida is 13026 Peregrin Circle, Bradenton, FL 34212.

## **ARTICLE VI**

### Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial members are:

<b>PERCENTAGE OF OWNERSHIP</b>	<b>OWNER ENTITY</b>
Twenty-five (25%) percent	NEAL KOHN 11718 SOFT RUSH TERRACE BRADENTON, FL 34202
Twenty-five (25%) percent	STEPHEN R. RYAN 4845 SAWYER ROAD SARASOTA, FL 34233
Twenty-five (25%) percent	CARLOS BLANCO 13026 PEREGRIN CIRCLE BRADENTON, FL 34212
Twenty-five (25%) percent	RUFUS TERRELL HARRIS P O BOX 866 PALMETTO, FL 34221

## **ARTICLE VII**

### Management

The Company is to be managed by four (4) managers. The initial managers are:

1. NEAL KOHN, 11718 SOFT RUSH TERRACE, BRADENTON, FL 34202;
2. STEPHEN R. RYAN, 4845 SAWYER ROAD, SARASOTA, FL 34233;
3. CARLOS BLANCO, 13026 PEREGRIN CIRCLE, BRADENTON, FL 34212;
4. RUFUS TERRELL HARRIS, P O BOX 866, PALMETTO, FL 34221;

who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

## **ARTICLE VIII**

### Admission of New Members

Members shall have the right to admit new members. Such new members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## **ARTICLE IX**

### **Transfer of Members Interest**

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferrer or assignor would otherwise be entitled.

## **ARTICLE X**

### **Distributions of Company Assets**

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

## **ARTICLE XI**

### **Distributions on Dissolution**

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

## **ARTICLE XII**

### **Amendment of Repeal of Articles**

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

## **ARTICLE XIII**

### **Regulations**

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this 26th day of January, 2005, at Bradenton, Florida.

**SHADE TREE HOLDINGS, L. L. C.**  
**a LIMITED LIABILITY COMPANY**

By: Neal Kohn  
NEAL KOHN, Manager

By: Stephen R. Ryan  
STEPHEN R. RYAN, Manager

By: Carlos Blanco  
CARLOS BLANCO, Manager

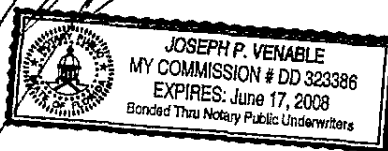
By: Rufus Terrell Harris  
RUFUS TERRELL HARRIS, Manager

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26 day of January, 2005 by NEAL KOHN, Manager of SHADE TREE HOLDINGS, L. L. C., a Florida Limited Liability Company, who is personally known to me or who has produced driver's license as identification and who did not take an oath.

Joseph P. Venable, NOTARY PUBLIC

MY COMMISSION EXPIRES:



(SEAL)

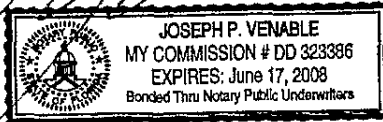
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26 day of

January, 2005 by STEPHEN R. RYAN, Manager of SHADE TREE HOLDINGS, L. L. C., a Florida Limited Liability Company, who is personally known to me or who has produced Rivera [Signature] as identification and who did not take an oath.

[Signature], NOTARY PUBLIC

MY COMMISSION EXPIRES:



(SEAL)

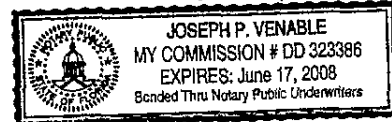
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26 day of January, 2005 by CARLOS BLANCO, Manager of SHADE TREE HOLDINGS, L. L. C., a Florida Limited Liability Company, who is personally known to me or who has produced Rivera [Signature] as identification and who did not take an oath.

[Signature], NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)



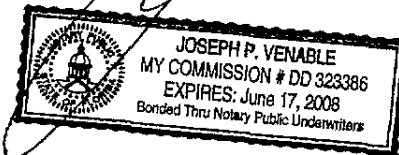
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26 day of January, 2005 by RUFUS TERRELL HARRIS, Manager of SHADE TREE HOLDINGS, L. L. C., a Florida Limited Liability Company, who is personally known to me or who has produced Rivera [Signature] as identification and who did not take an oath.

[Signature], NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)



**CERTIFICATE OF REGISTERED  
AGENT/REGISTERED OFFICE**


In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

SHADE TREE HOLDINGS, L. L. C., located at 13026 Peregrin Circle, Bradenton, FL 34212, names CARLOS BLANCO, as its registered agent to accept service of process within Florida. The address of the registered agent is 13026 Peregrin Circle, Bradenton, FL 34212.

Dated: January 26, 2005, 2005

SHADE TREE HOLDINGS, L. L. C.

By:   
NEAL KOHN, Manager

By:   
STEPHEN R. RYAN, Manager

By:   
CARLOS BLANCO, Manager

By:   
RUFUS TERRELL HARRIS, Manager

Having been named as registered agent and to accept service of process for the above-named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: January 26, 2005.

  
CARLOS BLANCO, Registered Agent