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SECRETICAL OF STATE ORIGINAL AND SECRET FOR STATE

ROSSWAY MOORE & TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

CHARLES W. MCKINNON JOHN E. MOORE, III* BRADLEY W. ROSSWAY J. AT WOOD TAYLOR, III* THOMAS W. TIERNEY**

"ALSO ADMITTED IN THE DISTRICT OF COLUMBIA ""ALSO ADMITTED IN CALIFORNIA ""ALSO ADMITTED IN NEW YORK, NEW JERSEY AND OHIO THE OAK POINT PROFESSIONAL CENTER
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DOUGLAS M. CASE***
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HELEN E. SCOTT, P.A.
MICHAEL J. SWAN
OF COUNSEL

January 25, 2005

VIA FEDERAL EXPRESS

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

RE: TIR-NOG FARM, LLC

Dear Sir/Madam:

Enclosed are Articles of Organization for the captioned entity for filing. Also enclosed is a check in the amount of \$155.00 representing the filing fee of \$125.00 and \$30.00 for one certified copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Jodee Buck,

Legal Assistant to John E. Moore, II

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Enclosure

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ARTICLES OF ORGANIZATION

FOR

TIR-NOG FARM, LLC

1. ARTICLES OF ORGANIZATION.

ARTICLE I NAME

The name of the Limited Liability Company is as follows:

TIR-NOG FARM, LLC

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited

Liability Company is as follows:

c/o Rossway Moore & Taylor

5070 N. Highway A-1-A, Suite 200

Vero Beach, Florida 32963

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by the members, subject to a later executed operating agreement between them; and the names and addresses of the members, respectively, are as follows:

Thomas T. Bamford

c/o Rossway Moore & Taylor

5070 N. Highway A-1-A, Suite 200

Vero Beach, Florida 32963; and

Calypso Bamford
c/o Rossway Moore & Taylor
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

SECRETARY OF STATE

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the members; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company

ARTICLE VII PURPOSE

This Limited Liability Company has been formed by the members for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal

purposes to which the members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII <u>AMENDMENTS</u>

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, Florida Statutes.

ARTICLE IX GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned members have caused these presents to be executed on the date(s) set forth below.

Date: January

, 2005

Date: January 21 , 2005

2. <u>CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/</u> REGISTERED OFFICE.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

- 1. The name of the Limited Liability Company is: Tir-Nog Farm, LLC.
- 2. The name and address of the Registered Agent and Office is as follows:

John E. Moore, III, Esq.

c/o Rossway Moore & Taylor

5070 N. Highway A-1-A, Suite 200

Vero Beach, Florida 32963

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 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.

IOHN E. MOORE, III

Date: January 💋 , 2005

In E. Clare