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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : VOIGT & VOIGT, P.A.
Account Number : I20030000017
Phone : (941) 925-2324
Fax Number : (941) 925-2924

LIMITED LIABILITY COMPANY

BLUESKYE, LLC

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**ARTICLES OF ORGANIZATION
OF
BLUESKYE, LLC**

FILED
05 FEB -7 AM 9:55
TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

BLUESKYE, LLC

SECOND: The Limited Liability Company is to have a perpetual existence.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 BEE RIDGE ROAD, SARASOTA, FL 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is STEPHEN F. VOIGT, JR., ESQ..

FIFTH: The mailing address and principal office of the Limited Liability Company is 766 S. OSPREY AVENUE, SARASOTA, FL 34236.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: RICHARD ROSENBERG, having an address at 766 S. OSPREY AVENUE, SARASOTA, FL 34236.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$1,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

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TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon 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.

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on January 31, 2005.

In the presence of:

print:

S. Voigt, Jr.

print:

Melissa Zellak

RICHARD ROSENBERG

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05 FEB -7 AM 9:55
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF SARASOTA, ss.

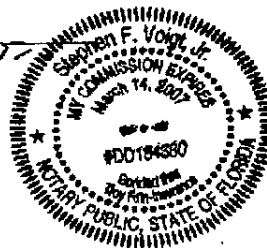
The foregoing instrument was acknowledged before me on the 31 day of January, 2005, by RICHARD ROSENBERG, who is personally known to me or who has produced a Driver's License as identification.

print:

Notary Public

My commission expires on

S. Voigt, Jr.



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**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for BLUESKYE, LLC, hereby voluntarily consent to serve as Registered Agent for BLUESKYE, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: January 27, 2005



STEPHEN F. VOIGT, JR., ESQ.

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