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Gregory H. Fisher, P.A.

Attorney at Law

5520 First Avenue North, St. Petersburg, Florida 33710-8006

Telephone: 727-344-5520 Facsimile: 727-381-2778

E-mail: fishlaw@gte.net Web Site: www.fishlaw.net

January 27, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Freehold Partners, LLC

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Organization;
Original and one copy of the Acceptance of Registered Agent;
Check in the amount of \$125.00;

If satisfactory, please furnish this office with one certified copy of the Articles of Organization. Thank you for your assistance in this matter.

Sincerely,

Gregory H. Fisher bh

Gregory H. Fisher
Signed by Secretary
To Avoid Delay

GHF:bh
Enclosures

ARTICLES OF ORGANIZATION
OF
FREEHOLD PARTNERS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Freehold Partners., L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 7050 Sunset Drive, #705, South Pasadena, Florida 33707.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Walter R. Dill, 7050 Sunset Drive, #705, South Pasadena, Florida 33707.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager,

or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Walter R. Dill, 7050 Sunset Drive, #705, South Pasadena, Florida 33707.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at St. Petersburg, Florida, on this 21 day of JANUARY, 2005.

Walter R. Dill
Walter R. Dill

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to (or affirmed) and subscribed before me this 21 day of JANUARY, 2005, by Walter R. Dill.

Beryl W. Au
Notary Public -- State of Florida

BERYL W. AU
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

(SEAL)

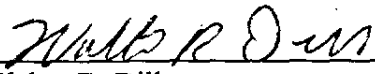


Beryl W. Au
Commission # CC 998671
Expires Feb. 4, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

COPY

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Freehold Partners, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Walter R. Dill
Registered Agent