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JOSEPH E. SEAGLE **

*** Admitted in the District of
Columbia, North Carolina, South
Carolina, & Florida*

JOSEPH E. SEAGLE, P.A.

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February 4, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 245-6052

RE: Castle Group Holdings, LLC

Gentlemen:

Enclosed are Articles of Organization with one conformed copy regarding the above-referenced company. We also enclose our check in the amount of \$125.00 for your filing fees.

Please file these documents at your earliest convenience and return an acknowledgment to our office.

If there are any questions or problems, please do not hesitate in contacting us. Until then, I remain,

Cordially Yours,

JOSEPH E. SEAGLE, P.A.



Joseph E. Seagle
For the Firm

Enclosures

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CASTLE GROUP HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

Pursuant to §608.407 of the Florida Statutes, the undersigned hereby submits these Articles of Organization for the purpose of forming a Florida limited liability company:

1. The name of the Limited Liability Company is Castle Group Holdings, LLC
2. The period of duration for the Limited Liability Company shall be perpetual.
3. The name and address of each Authorized Representative of the member(s) executing these Articles of Organization is as follows:
Joseph E. Seagle
501 E South St Ste B Orlando, FL 32801
4. The Florida physical address of the Limited Liability Company's initial Principal Office and the county in which the initial Registered and Principal Office is located is: 401 E Smith St., Winter Garden, FL 34787-3677, Orange County.

The Mailing Address of the Principal Office shall be PO Box 573, Windermere, FL 34786

5. To the fullest extent permitted by the Florida Limited Liability Company Act as it exists or may hereafter be amended, no person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.
6. The Limited Liability Company is to be managed by the members. One managing member may be designated by the managing member(s) as the "Primary Member-Manager" and shall carry out and further the decisions and actions of the managing member(s) made under the Operating Agreement. Such Primary Managing-Member shall be authorized to execute and deliver any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages, and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, that are necessary, appropriate, or beneficial to carry out or further those decisions or actions.
7. With the written simple majority consent of the members, new members may be admitted into the limited liability company upon the payment of such capital contribution and upon such terms as the members decide by a simple majority vote. In the event that new members are admitted into the limited liability company, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

8. The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Operating Agreement of the limited liability company
7. These articles will be effective upon filing, unless a date and/or time is specified.

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

This the 4th day of February, 2005.



Joseph E. Seagle, Authorized Representative

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

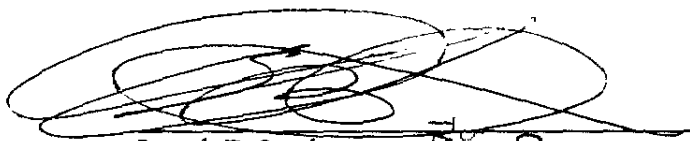
The name of the limited liability company is Castle Group Holdings, LLC.

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

Joseph E. Seagle, 501 E South St Ste B Orlando, FL 32801

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.

Castle Group Holdings, LLC



Joseph E. Seagle
Registered Agent

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