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LIMITED LIABILITY COMPANY

GADSDEN POINT PARTNERS, LLC

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Subject:

Message: Sheryl Miles, Legal Assistant

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**Gibbons, Cohn, Neuman,
Bello, Segall & Allen, P.A.**

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ARTICLES OF ORGANIZATION
OF
GADSDEN POINT PARTNERS, LLC

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (Ch. 608, Florida Statutes).

ARTICLE I

NAME

The name of this limited liability company is GADSDEN POINT PARTNERS, LLC (the "Company").

ARTICLE II

DURATION

The Company shall exist perpetually from the date of filing these Articles of Organization with the Department of State or the occurrence of any of any of the events specified in Section 608.441, Florida Statutes (2004).

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 3321 Henderson Blvd., Tampa, Florida, 33609.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is GARY A. GIBBONS, and the street address of the initial registered office of the Company is 3321 Henderson Boulevard, Tampa, Florida 33609.

ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted and membership interests may be transferred, but only if all of the current members agree to the admission of the additional members and to the terms of admission and transfer, in accordance with the provisions of the Operating Agreement.

ARTICLE VI

MANAGEMENT OF THE COMPANY

The Company shall be managed by the Managers in accordance with the Company's Operating Agreement, and is therefore a manager-managed company.

ARTICLE VII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

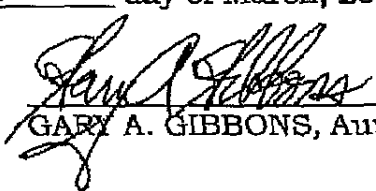
EO5000066498 3**ARTICLE VIII****DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing of the subscription and acknowledgment of the Articles of Organization.

ARTICLE IX**POWERS**

The Company shall have all powers as are provided in Section 608.404, Florida Statutes (2004), and such other powers as are set forth in the Operating Agreement of the Company. The purpose of the Company shall be to engage in any lawful business that may be engaged in by a limited liability company organized under the Act, as business activities may be determined by the Member(s) from time to time. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business

The undersigned Authorized Agent has executed these Articles of Organization effective as of the 17 day of March, 2005.



GARY A. GIBBONS, Authorized AgentEO5000066498 3

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

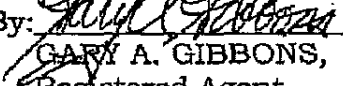
ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 608.415, Florida Statutes, this Acceptance of Registered Agent is submitted:

1. GADSDEN POINT PARTNERS, LLC is a limited liability company desiring to organize or qualify under the laws of the State of Florida;
2. GADSDEN POINT PARTNERS, LLC has named GARY A. GIBBONS, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. GADSDEN POINT PARTNERS, LLC has designated as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Boulevard, Tampa, Florida 33609.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 608.415, Florida Statutes, relative to keeping open said office.

By: 
GARY A. GIBBONS,
Registered Agent
Date: March 17, 2005