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LIMITED LIABILITY COMPANY

FLATLEY PROPERTIES, LLC

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ARTICLES OF ORGANIZATION

OF

FLATLEY PROPERTIES, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is FLATLEY PROPERTIES, LLC, and its principal office and mailing address is One Beach Drive S.E., #2202, St. Petersburg, Florida 33701.

ARTICLE 2: MEMBERS RIGHTS TO CONTINUE BUSINESS

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

ARTICLE 3: PURPOSE

The Limited Liability company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701 and the name of the initial registered agent is Robert Kapusta, Jr.

ARTICLE 5: MANAGEMENT; INITIAL MEMBERS

The management of the Company shall be vested in the managers of the Company, as from time to time elected by the members of the Company. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the initial manager is :

NAME

ADDRESS

George Flatley

One Beach Drive S.E., #2202, St. Petersburg, Florida 33701

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
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ARTICLE 6: ADMISSION OF ADDITIONAL MEMBERS

The initial members of the Limited Liability Company shall be George Flatley and Lucy Flatley, as Co-Trustees of the George Flatley and Lucy Flatley Trust Agreement, dated June 1, 1989 and Philip Dagg and Sharon Dagg. No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE 7: AMENDMENTS OF OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE 8: TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE 9: WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of March, 2005.



George Flatley, Managing Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of FLATLEY PROPERTIES, LLC, set forth above, 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 as provided for in Chapter 608, F.S.

Dated this 30th day of March, 2005.

R. Kapusta
Robert Kapusta, Jr., Registered Agent