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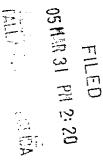
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| PICK-UP WAIT MAIL |
| (Business Entity Name) |
| (Document Number) |
| Certified Copies Certificates of Status |
| Special Instructions to Filing Officer: |
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BOYD & MARKS, L.L.C.

Attorneys & Counselors at Law

Joel E. Boyd Douglas D. Marks

Melbourne Office:

709 S. Harbor City Boulevard, Suite 230 Melbourne, Florida 32901 Telephone: (321) 724-2230 Facsimile: (321) 724-2114

> Please Reply To: Melbourne

March 28, 2005

Suntree/Viera Office:

6767 N. Wickham Road, Suite 400 Melbourne, Florida 32940 Telephone: (321) 751-6030 Facsimile: (321) 751-6035

Department of State Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

Re: Articles of Organization of FRN Enterprises, L.L.C.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Organization of FRN Enterprises, L.L.C., together with a check for \$155.00 to cover the \$100.00 filing fee, \$25.00 fee for designation of registered agent and \$30.00 certified copy fee.

Once the Articles of Organization have been filed, please forward the certified copy of same to me to the address above indicated.

Very truly yours,

IÖEL E. BOYD

JEB/Ic Enclosures

ARTICLES OF ORGANIZATION

OF

FRN ENTERPRISES, L.L.C.

The undersigned, acting as the organizer of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

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

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: 5935 Newbury Circle, Melbourne, Florida 32940.

ARTICLE III - DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization, Operating Agreement, or Regulations of the Company, or by operation of law.

ARTICLE IV - MEMBERS

The names and addresses of the Members of the Company are as follows:

Name
Address
FLORENDA R. NICOLOFF
5935 Newbury Circle

Melbourne, Florida 32940

CHARLES C. NICOLOFF, JR. 5935 Newbury Circle Melbourne, Florida 32940

ARTICLE V - MANAGEMENT

The management of the Company shall be vested in its Members and all action by the Company shall require the vote of Members holding a majority interest in the Company.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of all of the remaining Members (other than the terminated Member and such member's successors-in-interest).

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 709 S. Harbor City Boūlevard, Suite 230, Melbourne, Florida 32901. The name of the registered agent of the Company at that address is JOEL E. BQYD, Esquire.

ELOPENDA P NICOLOFE

HARLES C. NICOLOFF, JR.

STATE OF FLORIDA COUNTY OF BREVARD

Sworn to and subscribed before me this day of nad, 2005 by and FLORENDA R. NICOLOFF and CHARLES C. NICOLOFF, JR. the Members of FRN ENTERPRISES, L.L.C., a Florida limited liability company. Said persons (check one) are personally known to me, produced a driver's license (issued by a state of the United States within

| the | last | five | (5) | years) | as | identifica | ation, or | | produced | other | identification, | to |
|------|------|------|---|--|--|--------------------------------------|-----------|------------------|--------------|-------|-----------------|----|
| wit: | | | | | <u>.</u> | | | - . | ya t | . • | | |
| • | | | LOR/ Notary F My Comm Comm Bonded | A ANN CR Public - State dission Expired ission # D By National I | UMBL of FI Sep 9 D052 Notary | Y orida ,2005 ,204 Assn. | Commis | Public sion I | , State of F | | ly | |

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

JOEL E. BOYD

Dated: March 23, 2005

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