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(Requestor's Name)

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(Business Entity Name)

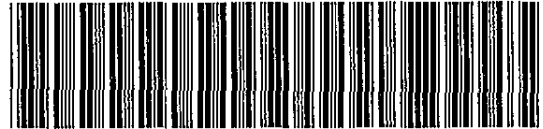
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CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 331664 81282A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : April 22, 2005

ORDER TIME : 1:20 PM

ORDER NO. : 331664-005

CUSTOMER NO: 81282A

CUSTOMER: Ms. Sue Prentzel  
Robert A. Dickinson, Pa  
460 South Indiana Avenue  
Englewood, FL 34223

DOMESTIC FILING

NAME: DUO FRATELLOS, L.L.C.

EFFECTIVE DATE: APRIL 20, 2005

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF ORGANIZATION  
OF  
DUO FRATELLOS, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be DUO FRATELLOS, L.L.C., and its principal office shall be located at 1270 Bayshore Drive, in the city of Englewood, County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as the principal office address.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these

Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop improve stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or

going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows:

Name	Address
Martin R. Barbero	1270 Bayshore Drive Englewood, FL 34223
Thomas B. Barbero	Box 493 Lockford, CA 95237

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except without unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Martin R. Barbero	50%
Thomas B. Barbero	50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being 4/20/05.

#### ARTICLE VIII

##### DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

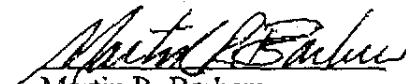
#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The address of the initial registered office of the limited liability company is 460 S. Indiana Avenue, City of Englewood, County of Sarasota, State of Florida, and the name of the company's initial registered agent is ROBERT A. DICKINSON.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DUO FRATELLOS, L.L.C.

Executed by the undersigned at Englewood, FL on the 20 day of April 2005.

  
Martin R. Barbero

STATE OF FLORIDA  
COUNTY OF SARASOTA

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of DUO FRATELLOS, L.L.C. disposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00. A description of the property is attached as Exhibit A and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes the amounts from 2 and 3 above.

  
Martin R. Barbero

The foregoing instrument was acknowledged before me this 20 day of April, 2005, by MARTIN R. BARBERO, on behalf of DUO FRATELLOS, L.L.C., a limited liability company. He is personally known to me or has produced NA as identification.

  
Notary Public

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA



Robert A. Dickinson  
MY COMMISSION # DD083682 EXPIRES  
February 28, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DUO FRATELLOS, L.L.C.

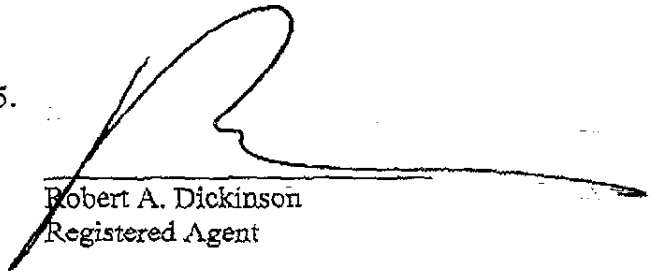
The name of the registered agent for DUO FRATELLOS, L.L.C. is ROBERT A. DICKINSON, and the street address of the company's principal office where the agent is located is



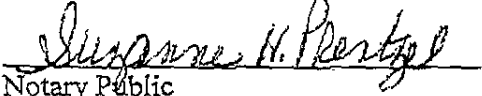
460 S. Indiana Avenue, Englewood, FL 34223.

This statement is to acknowledge that, as indicated above, DUO FRATELLOS, L.L.C., has appointed me, ROBERT A. DICKINSON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept his 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.

Dated this 25<sup>th</sup> day of April, 2005.

  
Robert A. Dickinson  
Registered Agent

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 2005, by ROBERT A. DICKINSON, agent of behalf of DUO FRATELLOS, L.L.C., a limited liability company. He is personally known to me or has produced N/A as identification.

  
Notary Public

My Commission Expires:

