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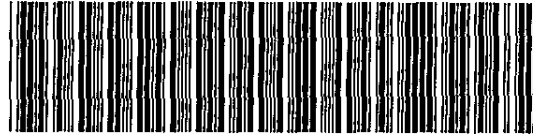
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TALLAHASSEE, FLORIDA

J. BRYAN MAY 20 2005

**A. J. MUSIAL, JR., P.A.**  
**ATTORNEY AT LAW**

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1211 West Fletcher Avenue  
Tampa, Florida 33612-3363

(813) 265-4051  
Fax (813) 265-3110

May 13, 2005

**VIA FEDERAL EXPRESS**

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Division of Corporations  
Corporate Filings  
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Tallahassee, FL 32399

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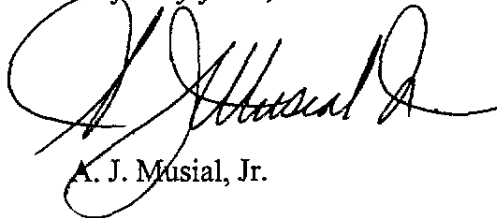
RE: DARCY INVESTMENT GROUP, LLC

Dear Sir or Madam:

Enclosed herewith, please find the Articles of Organization for the above-referenced limited liability company along with my firm's check in the amount of \$155.00 which includes \$100 filing fee, \$25 for the registered agent designation fee and \$30 for a certified copy of the Articles.

Thank you for your assistance in this matter. I shall await your response.

Very truly yours,



A. J. Musial, Jr.

AJM/ct

Enclosures

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**ARTICLES OF ORGANIZATION OF  
DARCY INVESTMENT GROUP, LLC**

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JULY 19, 2005  
TALLAHASSEE, FLORIDA

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 **DARCY INVESTMENT GROUP, INC.** and its initial principal office shall be located at 1715 N. Westshore Blvd., Suite 950, Tampa, FL, but it shall have the power and authority to move its principal office and to establish branch offices at any other place or places as the members may hereinafter designate.

**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 or administrative subdivision, or department and to perform and carry out, assign, cancel, or rescind any 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, 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 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 liability 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 unanimous vote of the members of the limited liability company.

**ARTICLE IV  
MANAGEMENT**

This limited liability company shall be managed by two (2) managers, either of which shall be entitled to commit the company without the joinder of the other. The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified, is as follows:

Jose E. Valiente  
1715 N. Westshore Blvd.  
Suite 950  
Tampa, FL 33607

Lourdes C. Valiente  
1715 N. Westshore Blvd.  
Suite 950  
Tampa, FL 33607

**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 with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or

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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 VI CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### **ARTICLE VII PROFIT 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. The distributive share of the profits shall be determined and paid to the members each year on such date as is determined by the members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### **ARTICLE VIII DURATION**

This limited liability company shall exist in perpetuity, 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 REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1715 N. Westshore Blvd., Suite 950, Tampa, FL 33607 and the name of the company's initial registered

agent at that address is Jose E. Valiente.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **DARCY INVESTMENT GROUP, LLC**.

Executed by the undersigned on May 13, 2005.

  
JOSE E. VALIENTE

  
LOURDES C. VALIENTE

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**STATEMENT DESIGNATING  
REGISTERED AGENT AND OFFICE**

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TALLAHASSEE, FLORIDA

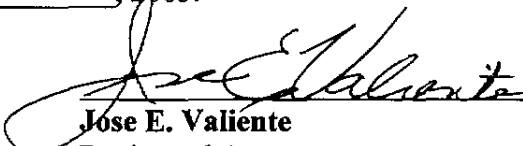
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

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

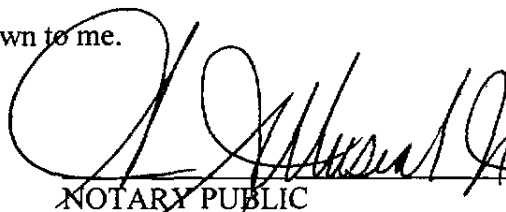
1. The name of the limited liability company is **DARCY INVESTMENT GROUP, LLC.**
2. The name of the registered agent for **DARCY INVESTMENT GROUP, LLC** is Jose E. Valiente and the street address of the agent is 1715 N. Westshore Blvd. Suite 950, Tampa, Florida 33607.

This statement is to acknowledge that, as indicated above, **DARCY INVESTMENT GROUP, LLC** has appointed me, Jose E. Valiente, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 May 13, 2005.

  
**Jose E. Valiente**  
Registered Agent

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 2005 by Jose E. Valiente, registered agent, on behalf of **DARCY INVESTMENT GROUP, LLC**, a limited liability company. He is personally known to me.

  
NOTARY PUBLIC  
My Commission Expires:

