

W5000050398

(Requestor's Name)

Henry C. Copeland
Attorney At Law
1479 N.E. 23rd Terrace
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(City/State/Zip/Phone #)

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Henry C. Copeland
Attorney At Law
1479 N.E. 23rd Terrace
Jensen Beach, FL 34957

May 10, 2005

By Certified U.S. Mail, Return Receipt Requested

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: The Riley Group, LLC

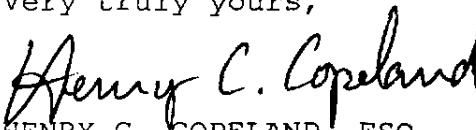
Dear Sirs:

I am enclosing for filing the Articles of Organization for subject Florida limited liability company, to be effective upon filing. Enclosed please find a check for the following filing fees:

\$ 100.00 for Articles of Organization
\$ 25.00 for Designation of Registered Agent
\$ 5.00 for Certificate of Status
\$ 130.00

Please return all correspondence concerning the matter to me at the address on this letterhead. Likewise, if you have any questions do not hesitate to call me at 772-225-7840.

Very truly yours,


HENRY C. COPELAND, ESQ.
copeland29@juno.com

HCC/
Enclosures

**ARTICLES OF ORGANIZATION
OF
THE RILEY GROUP, LLC**

The undersigned authorized representative of a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (hereinafter the "Act"), adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Riley Group, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

10150 Highland Manor Dr.
Suite 200
Tampa, FL 33610

ARTICLE III - Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Beulah K. Campbell
16353 Ashington Park Drive
Tampa, FL 33647

ARTICLE IV - Management of the Company

The name and address of the Managing Member is as follows:

Audrey Riley, MGRM
The Riley Group, LLC
10150 Highland Manor Dr.
Suite 200
Tampa, FL 33610

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ARTICLE V - Duration

The duration of the Company shall be perpetual, and the Company shall remain in existence from the date the Articles of Organization are filed with the Florida Department of State until terminated in accordance with provisions of the Act or the Company's Operating Agreement.

ARTICLE VI - Purpose

The purpose for which this Company is organized is to engage in any and all businesses, transactions and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing under Florida law.

ARTICLE VII - Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

ARTICLE VIII - Limitation on Agency Authority of Members

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 10th day of May, 2005.

Henry C. Copeland
Signature of authorized representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

HENRY C. COPELAND
Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
AND STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida:

The name of the limited liability company is:

The Riley Group, LLC

The name and Florida street address of the registered agent and office is:

Beulah K. Campbell
16353 Ashington Park Drive
Tampa, FL 33647

Henry C. Copeland
Signature of authorized representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

HENRY C. COPELAND
Typed or printed name of signee

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, Florida Statutes.

Beulah Campbell
Signature of Registered Agent

(In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Beulah Campbell
Typed or printed name of signee