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LIMITED LIABILITY COMPANY

COTLEUR & HEARING, LLC

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**ARTICLES OF ORGANIZATION
FOR
COTLEUR & HEARING, LLC**

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

ARTICLE I

NAME

The name of the Limited Liability Company shall be: **COTLEUR & HEARING, LLC**

ARTICLE II

ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 1934 Commerce Lane, Suite 1, Jupiter FL 33458.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be twenty (20) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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ARTICLE IV MANAGEMENT

The management Cotleur & Hearing, LLC shall be vested pursuant to an Operating Agreement in the following Managers, who shall be appointed by the members. The name and street address of the initial managers are Robert J. Cotleur and Donaldson E. Hearing located at 1934 Commerce Lane, Suite 1, Jupiter FL 33458.

ARTICLE V TREATMENT AS PARTNERSHIP

Cotleur & Hearing, LLC is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE VI AMENDMENT OF REGULATIONS

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

ARTICLE VII 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 become an assignee

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only, and shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the Member otherwise would be entitled.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The initial registered agent of the Limited Liability Company shall be Donaldson E. Hearing and the registered office of the Limited Liability Company shall be 1934 Commerce Lane, Suite 1, Jupiter FL 33458

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, We have subscribed our names this 20 day of May, 2005.

COTLEUR & HEARING, LLC

By: Robert J. Coteleur, as Co-Managing Member

By: Donaldson E. Hearing, as Co-Managing Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

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On this 20 day of May, 2005, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Robert J. Coteleur and Donaldson E. Hearing, as Co-Managing Members and are personally known to me to be the person whose name is subscribed to the within instrument, and they acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires



Sandra Bruorton
Commission # DD 063620
Expires Oct. 9, 2005
Bonded Through
Atlantic Bonding Co., Inc.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Donaldson E. Hearing
Registered Agent

Dated: May 20, 2005

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