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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 439826 82349A

AUTHORIZATION :

COST LIMIT : \$ PPD

EFFECTIVE DATE
6/20/05

FILED
05 JUN 21 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 21, 2005

ORDER TIME : 10:41 AM

ORDER NO. : 439826-005

CUSTOMER NO: 82349A

CUSTOMER: Ms. Linda Maher Babb
Spink And Ouellette

Suite 1910, One Financial
Plaza 100 S.e. 3rd Avenue
Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: THE CUMBERLAND GROUP, LLC

EFFECTIVE DATE: 6-20-2005

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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

EFFECTIVE DATE
6/20/05

FILED
05 JUN 21 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **THE CUMBERLAND GROUP, LLC**.

ARTICLE II - ADDRESS

The mailing address of the company is One Financial Plaza, 100 S.E. 3rd Avenue, Suite 1910, Fort Lauderdale, Florida 33394.

The street address of the principal office of the company is One Financial Plaza, 100 S.E. 3rd Avenue, Suite 1910, Fort Lauderdale, Florida 33394.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida is **Adam J. Ouellette, Esq.**, One Financial Plaza, 100 S.E. 3rd Avenue, Suite 1910, Fort Lauderdale, Florida 33394.

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.



ADAM J. OUELLETTE, ESQ.

ARTICLE IV - EFFECTIVE DATE

The effective date of the company shall be June 20, 2005

ARTICLE V - 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 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. 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 VI -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 VII -MANAGEMENT

This limited liability company shall be managed by **Adam J. Ouellette, Esq.** The name(s) and address(es) of the person(s) who shall serve (until the first annual meeting of members or until (a or their) successor(s) (is or are) elected and qualified) (is or are) as follows: **Adam J. Ouellette, Esq.** One Financial Plaza, 100 S.E. 3rd Avenue, Suite 1910, Fort Lauderdale, Florida 33394.

ARTICLE VIII - 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 be sold or otherwise transferred as provided in the Company's Operating Agreement. Voting rights shall be as set forth in such Agreement and membership units may be voting or non-voting as more specifically set out in the Operating Agreement, which agreement may also provide for a change of units previously designated as voting to non-voting and vice versa without changing the total units.

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 IX - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 in cash or services or such other amounts as may be required by the Operating Agreement shall be or have been paid to the limited liability company by all members to date. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the voting members. Members will make contributions in equal shares or as otherwise provided in the Operating Agreement. In the event a member fails to make any capital contribution as previously agreed within 6 months from the date of signing of these Articles by both parties, the other member shall have the right to buy-out the defaulting member by paying said defaulting member any capital contribution previously made by said defaulting member.

ARTICLE X - 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 a distributive share of the profits as provided in the Operating Agreement. The distributive share of the profits shall be determined and paid to the members as provided in the Operating Agreement.

(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 as provided in the Operating Agreement.

ARTICLE XI - DURATION

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

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Fort Lauderdale, Florida, on the 20th day of June, 2005.



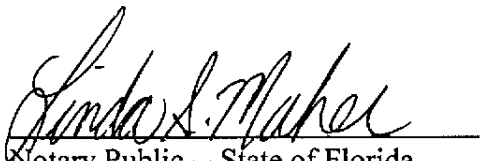
ADAM J. OUELLETTE, ESQ.

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

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 20th day of June, 2005 by **Adam J. Ouellette, Esq.** who are X personally known to me or produced a driver's license as identification.



Notary Public -- State of Florida

My Commission Expires:



Linda S. Maher
Commission # DD276753
Expires December 22, 2007