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2005 JUN 29 A 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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SUBJECT: MILNE GROUP LLC
(Name of Limited Liability Company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rae Milne-Goetz
(Name of Person)

Milne Group LLC
(Firm/Company)

1407 Arthur Street,
(Address)

Orlando FL 32804
(City/State and Zip Code)

For further information concerning this matter, please call:

Rae Milne-Goetz at (407) 252 7176
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
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Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Limited Liability Company Articles of Organization

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The name of the Liability Company shall be MILNE GROUP LIMITED LIABILITY COMPANY.
2. The registered office of the company is located at 1407 Arthur Street, City of Orlando, State of Florida. Its registered agent is Rae Milne-Goetz for service of process.
3. The principal place of business of the Company is located at 1407 Arthur Street, City of Orlando, State of Florida.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. The company shall have a duration of 30 years and it shall dissolve at the end of said time frame.
6. Indemnification.
 - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal

action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

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- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than 2, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

8. The names and addresses of the Manager(s) of the Company are as follows:

Rae Milne-Goetz

1407 Arthur Street, Orlando FL 32804

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9.

Members

Peter F Goetz 1407 Arthur Street, Orlando FL 32804

Tolan Alexander Goetz 1010 E Jackson St, Orlando FL 32801

10. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

11. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

12. The company shall be initially organized with at least two Members.

MANAGING MEMBER(S):

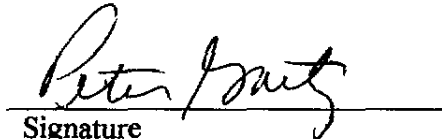
Rae Milne-Goetz



Signature

MEMBERS:

Peter Goetz



Signature

1407 Arthur Street, Orlando FL 32804

Tolan Alexander Goetz 1010

E Jackson St, Orlando FL 32801

Signature