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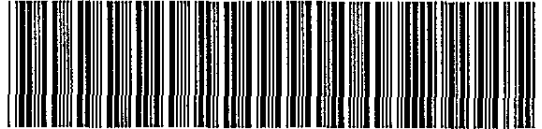
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# STUART B. KLEIN, P.A.

*Attorneys at Law*

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Palm Beach Gardens, Florida 33410

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Stuart B. Klein, Esq.  
Also Admitted in New York & Ohio  
E-mail: SBK@kleinslaw.com

July 8, 2005

**Via Federal Express**

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Articles of Organization  
JPM HOLDINGS, LLC


Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above named proposed Florida corporation, along with the Designation of Registered Agent and our check in the amount of \$155.00 representing payment of the following:

Filing Fee	\$100.00
Filing Fee for Registered Agent	\$ 25.00
Certified Copy of Record	\$ 30.00

Please return the certified document to this office in the enclosed pre-addressed stamped envelope.

Sincerely,



STUART B. KLEIN, ESQ.

SBK:hjw  
Encs.

cc: Scott Page

**ARTICLES OF ORGANIZATION OF  
JPM HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be JPM HOLDINGS, LLC.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 108 Ocean Cove Drive, Jupiter, Florida 33477.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization or operating agreement.

**ARTICLE IV -- PURPOSE**

The purposes for which this company is organized is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or and other state, county, territory or nation.

**ARTICLE V -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is:

Stuart B. Klein  
Stuart B.Klein,P.A.  
2801 PGA Boulevard, Suite 200  
Palm Beach Gardens, FL 33410  
Phone: (561) 478-1566  
Facsimile: (561) 478-993

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**ARTICLE VI -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VII --TERMINATION OF EXISTENCE

The company shall be dissolved on the occurrence of any dissolution event set forth in the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, or at such time as specified in the operating agreement.

## ARTICLE VIII -- MANAGEMENT

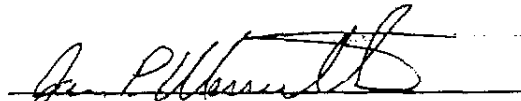
The company shall be member-managed in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

The name and address of the initial members of the company are:

James P. Messersmith  
108 Ocean Cove Drive  
Jupiter, Florida 33477

Portage Properties, LLC  
1959 Portage Landing South  
North Palm Beach, Florida 33408

IN WITNESS WHEREOF, the undersigned organizer have made and subscribed these articles of organization in Palm Beach County, Florida, on this 8 day of July, 2005.

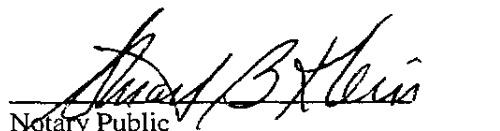
  
Name of Organizer: James P. Messersmith

STATE OF FLORIDA  
COUNTY OF WEST PALM BEACH

SWORN TO AND SUBSCRIBED before me, a Notary Public in and for said county and state, this the 8th day of July, 2005, James P. Messersmith, who is personally known to me or has produced passively known as identification.



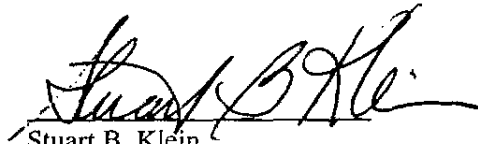
Stuart B. Klein  
Commission #DD277483  
Expires: Jan 20, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public  
Name: Stuart B. Klein

My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of , as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read "Stuart B. Klein", written over a horizontal line.

Stuart B. Klein  
Stuart B. Klein, P.A.  
2801 PGA Boulevard, Suite 110  
Palm Beach Gardens, FL 33410  
Phone: (561) 478-1566  
Registered Agent