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Account Name : PORTER, WRIGHT, MORRIS & ARTHUR  
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Phone : (614) 227-1936  
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## LIMITED LIABILITY COMPANY

WGP III, LLC

Certificate of Status	1
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MORRIS &  
ARTHUR LLP**  
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RE: **WGP III, LLC**  
Fax Audit No.: H050001896633

### Comments:

Please file the attached regarding the above-referenced Florida limited liability company.

1. Articles of Organization; and
2. Acceptance of Registered Agent.

We have requested a certificate of status and a certified copy of same.

Thank you.

From: Terri B. Cohen, Esq. Phone No. 239-593-2968

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ARTICLES OF ORGANIZATION  
OF  
WGP III, LLC

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

ARTICLE I -- NAME

The name of the limited liability company shall be WGP III, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 27599 Riverview Center Blvd., Suite 105, Bonita Springs, Florida 34134.

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 in the Company's operating agreement (the "Operating Agreement").

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are: William G. Price, Jr., 27599 Riverview Center Blvd., Suite 105, Bonita Springs, Florida 34134.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous prior written consent of all members and on such terms and conditions as shall be approved by unanimous consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company only upon the unanimous prior consent of all the nonwithdrawing members of the Company.

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## ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

## ARTICLE VIII - MANAGEMENT

The Company shall be managed by a Manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Manager of the Company shall initially be William G. Price, Jr. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Bonita Springs, Florida, on this 8th day of August, 2005.

  
William G. Price, Jr., Manager

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of WGP III, LLC, 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 accepts the obligations of the position of registered agent.

Date: August 8, 2005

  
William G. Price, Jr.

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