

Division of Corporation

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From:

Account Name : FOWLER WHITE BOGGS BANKER P.A. (NAPLES OFFICE)
Account Number : I20050000089
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

XOTOPO, LLC

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**ARTICLES OF ORGANIZATION
OF
XOTOPO, LLC**

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 XOTOPO, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Robert Tholemeier at 1135 La Salina Ct., Punta Gorda, Florida 33950.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jeanne L. Seewald, Esq., Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Suite 600, Naples, Florida 34108.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company shall be Robert Tholemeier at 1135 La Salina Ct., Punta Gorda, Florida 33950.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 24 day of February, 2005.

MEMBER OR AUTHORIZED
REPRESENTATIVE OF A MEMBER:


Robert Tholemeier, Member

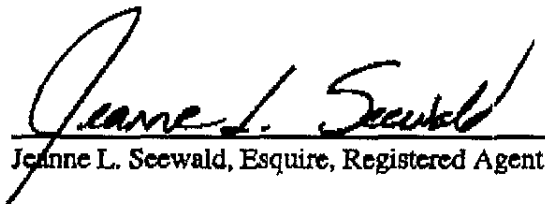
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XOTOPO, LLC**ACCEPTANCE OF REGISTERED AGENT**

FOWLER WHITE BOGGS BANKER P.A., located at 5811 Pelican Bay Blvd, Suite 600, Naples, FL 34108,, being named in the Articles of Organization of XOTOPO, LLC, as the registered agent of the limited liability company, hereby consents to accept service of process for the limited liability company at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.


Jeanne L. Seewald, Esquire, Registered AgentDate: 8-9-05

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