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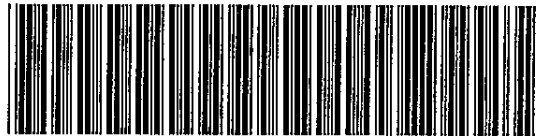
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**Roosa, Sutton, Burandt & Adamski, LLP**

*Attorneys and Counselors at Law*  
1714 Cape Coral Parkway East  
Cape Coral, Florida 33904

**Telephone:** (941) 542-4733  
**Facsimile:** (941) 542-9203

Richard V.S. Roosa  
Larry D. Sutton  
Robert B. Burandt  
Robert C. Adamski  
Keith Grossman

August 10, 2005

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Articles of Organization of NUSBAUM-BURANDT, L.L.C.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization and Affidavit Accompanying the Articles of Organization for the above limited liability company along with our check in the amount of \$125.00 made payable to the Florida Department of State for the filing of same.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact my office.

Sincerely,

*Robert B. Burandt*

Robert B. Burandt

Signed in his absence to avoid delay

RBB\bh

Enclosures

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**NUSBAUM-BURANDT, L.L.C.**

**ARTICLES OF ORGANIZATION**

The undersigned certifies that the members named herein have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Articles of Organization and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be NUSBAUM-BURANDT, L.L.C.

**ARTICLE II  
FORMATION**

This Company is formed upon filing of these Articles of Organization with the Florida Department of State.

**ARTICLE III  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and the street address of the principal office of this Company is 4811 Cleveland Ave. Fort Myers Florida 33907 and the Company shall have the power and authority to relocate the principal office within the State of Florida and to establish branch offices at any other place or places as the members may designate.

**ARTICLE IV  
DURATION**

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

**ARTICLE V  
MANAGEMENT**

Management of this Company is reserved to Kurt Nusbaum (MGRM) 4811 S. Cleveland Avenue, Fort Myers, FL 33907; and Robert Burandt (MGRM) 1714 Cape Coral Parkway East, Cape Coral, FL 33904 as Managing Members.

**ARTICLE VI  
ADMISSION OF MEMBERS**

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 company.

A member's interest in the liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

**ARTICLE VII  
BUSINESS CONTINUITY**

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 VIII  
PROFITS AND LOSSES**

The sharing of profits and losses shall be equally shared between the members.

**ARTICLE IX  
POWERS OF THE COMPANY**

This Company shall have all powers allowed under Florida statutes, Chapter 608, and otherwise allowed by the laws of the State of Florida and the United States of America

This Company is further authorized to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, goals, and interests of the Company.

**ARTICLE X  
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 limited liability company.

## ARTICLE XI INDEMNIFICATION

This limited liability company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he she is or was a manager or a managing member of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests or the limited liability company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a 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 not opposed to, the best interests of the limited liability company, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

This limited liability company shall indemnify any person, who was or is a party to any proceeding by or in the right of the limited liability company to procure a judgment its favor by reason of the fact that he or she is or was a manager, managing member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, director, officer, employee, or agent of another limited liability company, company, corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of a majority of the members, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to , the best interests of the limited liability company, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that any manager, managing member, officer, employee, or agent of a limited liability company has been successful on the merits or otherwise in defense of any proceeding referred to in this article, or in defense of any claim, issue, or matter therein, he or she shall be in indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

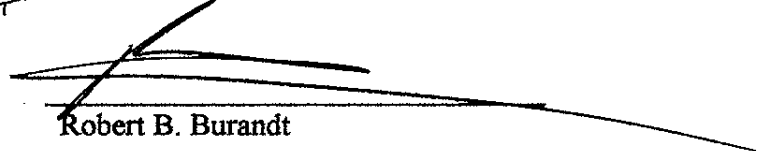
ARTICLE XII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is  
1714 Cape Coral Parkway Cape Coral Florida 33904.  
The name of the company's initial registered agent at that address is Robert B. Burandt.

EXECUTION OF ARTICLES

IN WITNESS WHEREOF, the undersigned, being the Members of this Limited Liability Company, for the purpose of formation of the Company as herein provided under the laws of the State of Florida, does make, under the penalties of perjury, subscribe, acknowledge and file the foregoing Articles of Organization, hereby certifying the facts herein above to be true, all being done this 8th day of ~~March~~ <sup>AUGUST</sup>, 2005.

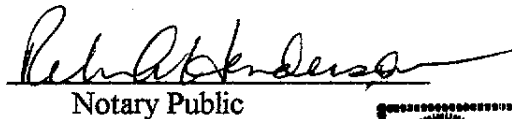
  
Kurt Nusbaum

  
Robert B. Burandt

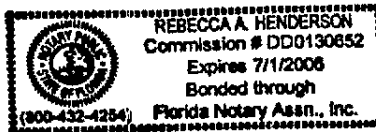
ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 8th day of AUGUST, 2005, by Kurt Nusbaum and Robert B. Burandt, who are personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public

My Commission Expires:



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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, having been named to act as Registered Agent of the limited liability company known as Nusbaum-Burandt, L.L.C. to accept service of process at 1714 Cape Coral Parkway, Cape Coral, Florida 33904, County of Lee, State of Florida, does hereby accept the appointment as Registered Agent of said Company, and states that he is familiar with the obligations of the position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

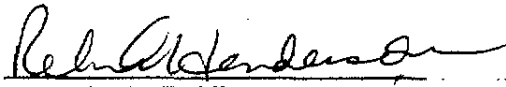
DATED this 8 day of August, 2005.

  
Robert B. Burandt

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 8th day of August, 2005, by Robert B. Burandt, who are personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public

My Commission Expires:



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