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Florida Department of State

Division of Corporations

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Phone : (813)979-0029
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LIMITED LIABILITY COMPANY

Golden Rain Tree, LLC

Certificate of Status	0
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08/15/05 19:29:51 ET TO:

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002

**ARTICLES OF ORGANIZATION
OF
GOLDEN RAIN TREE, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

GOLDEN RAIN TREE, LLC

ARTICLE II

Principal Office and Mailing Address

The initial mailing address and the initial street address of the principal office of the Company are:

28050 U.S. Highway 19 North, Suite 405
Clearwater, FL 33761

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 8875 Hidden River Parkway, Suite 300, Tampa, FL 33637 and the initial registered agent of the Company at such office shall be Cary Ross. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the

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government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of Business

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company. Initially the Company shall have one manager. The initial manager of the Company shall be Ice Cold Air, Inc.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

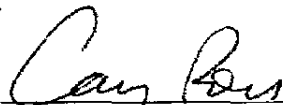
ARTICLE VII

Commencement of Existence

The Company's existence shall commence on and as of August 10, 2005, if these Articles of Organization are filed with and by the Florida Department of State within five (5) business days after such date, and otherwise on and as of the date of such filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated, pursuant to Section 608.407, Florida Statutes, as authorized representative of a member of the Company.

DATED this 13th day of August, 2005.



CARY ROSS
Authorized Representative of
David A. Dickson, a Member

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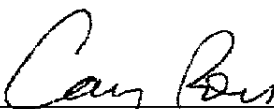
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GOLDEN RAIN TREE, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 13th day of August, 2005.


CARY ROSS

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