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SECRETARY OF STATE

DONALD W. YETTER, P.A.

Attorney and Counsellor at Law 1111 Ninth Avenue West Suite B Bradenton, Florida 34205

TELEPHONE (941) 749-1402 FAX (941) 748-0657 MAILING ADDRESS: POST OFFICE BOX 9335 BRADENTON, FLORIDA 34206

August 17, 2005

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Phase 10, L.L.C. Articles of Organization

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Phase 10, L.L.C. and my client's check number 6476 in the amount of \$125.00 to cover the filing cost thereof.

Please file the original and return a copy to me along with the Certificate of Organization.

Respectfully,

DONALD W. YETTER, P.A.

DWY/jlm

Enclosures

THIS INSTRUMENT PREPARED BY: DONALD W. YETTER, Esquire 1111 - Ninth Avenue West, Suite B Post Office Box 9335 Bradenton, Florida 34206 (941) 749-1402 FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 22 PM 12: 04

ARTICLES OF ORGANIZATION

<u>OF</u>

PHASE 10, L.L.C.

ARTICLE I - NAME

THE NAME OF THIS Limited Liability Company shall be PHASE 10, L.L.C.

ARTICLE II - ADDRESS

THE MAILING ADDRESS and street address of the principal office of the Limited Liability Company shall be 1301 Ninth Avenue West, Bradenton, Florida 34205.

ARTICLE III - DURATION

THE PERIOD OF DURATION for this Limited Liability Company shall be until (i) the death, retirement, resignation and/or dissolution of a member of the Limited Liability Company; (ii) the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company; (iii) the Limited Liability Company is dissolved in a manner provided by law; or (iv) as further provided in the regulations of the Limited Liability Company as adopted by the members. The members of the Limited Liability Company shall have a right to continue the business of the Limited Liability Company on the unanimous consent of the remaining members.

ARTICLE IV - MANAGEMENT

THIS LIMITED LIABILITY COMPANY is to be managed by "Managers" and the names and addresses of the persons or entities who are to serve as such Managers are:

DAVID P. WESTFALL 1301 Ninth Avenue West Bradenton, Florida 34205

JERRY N. ZOLLER 1301 Ninth Avenue West Bradenton, Florida 34205

WILLIAM J. STEWART 1301 Ninth Avenue West Bradenton, Florida 34205

ARTICLE V - MEMBERSHIP RESTRICTIONS

MEMBERS OF THE LIMITED Liability Company shall have a right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of such members admission to this Limited Liability Company.

A MEMBER'S INTEREST in this Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the members of the Limited Liability Company.

ON THE DEATH, RETIREMENT, resignation or dissolution of a member of this Limited Liability Company, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members of the Limited Liability Company shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE STREET ADDRESS of the initial Registered Office of this Limited Liability Company is 1301 Ninth Avenue West, Bradenton, Florida 34205. The name of the Limited Liability Company's initial Registered Agent at that address is DAVID P. WESTFALL.

THE UNDERSIGNED BEING an original member of this Limited Liability Company certifies that this instrument constitutes the proposed Articles Of Organization of PHASE 10, L.L.C.

EXECUTED BY THE undersigned in Bradenton, Manatee County, Florida, on August 17th, 2005.

-2-

STATE OF FLORIDA COUNTY OF MANATEE

THE FOREGOING instrument	was acknowledged before me on this 17th day of
August, 2005, by DAVID P. WESTFAI	LL who is personally known to me or who produced
as ide	entification.
	Jonae DW Get
Notary Public, State of Florida My comm. excises Aug. 18, 2008	Notary Public Print Name:
Bonded Thru RLI Bonding Company	My Commission Expires: My Commission Number:

ACCEPTANCE OF REGISTERED AGENT

PURSUANT to Section 608.407(2), Florida Statutes, the following is submitted in compliance with said statute: That **PHASE 10**, **L.L.C.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles Of Organization, in the County of Manatee, State of Florida, has named **DAVID P. WESTFALL**, whose address is 1301 Ninth Avenue West, Bradenton, Florida 34205, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING been named to accept service of process for PHASE 10, L.L.C., at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statute, relative to keeping open said office.

DATED: _/7 __day of August, 2005.

REGISTERED AGENT: 22 PM 12: DAVID P. WESTFALL DE CORPORATION DE CORPORATION