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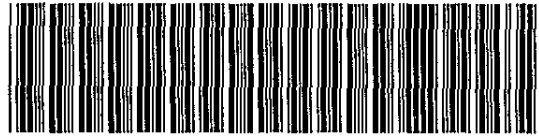
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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WL 08/30/05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG 29 PM 3:05

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LAW OFFICE OF

PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES

1902 - 1982

GREGORY D. GRACY

G. ANDREW GRACY

August 25, 2005

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

RE: WELLSPRING INTERNATIONAL, LLC

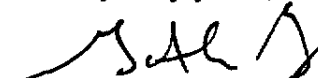
Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Organization for filing relative to the above.

Also enclosed is our check for \$125.00 to cover the costs of the filing fee for the LLC Articles of Organization and Designation of Registered Agent.

Your assistance is appreciated. If anything further is required, please let us know.

Very truly yours,


G. Andrew Gracy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AG:bbh

Enclosures

ARTICLES OF ORGANIZATION
OF
WELLSPRING INTERNATIONAL, LLC

Under Section 608 of the Limited Liability Company Law of the State of Florida

The undersigned, being a natural person of at least 18 years of age and acting as the organizer of the limited liability company (the "Company") by these articles being formed under Section 608 of the Limited Liability Company Law of the State of Florida (the "Act"), certify that:

ARTICLE ONE

NAME OF COMPANY

The name of the Company is Wellspring International, LLC.

ARTICLE TWO

PURPOSE OF COMPANY

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

ARTICLE THREE

PRINCIPAL OFFICE

The street address of the principal office of the Company is 4546 Clearwater Harbor Dr., Largo, FL 33770 and the mailing address of the principal office of the Company is:
P.O. Box 5157
Largo, FL 33779-5157

ARTICLE FOUR

REGISTERED AGENT

The name and address of the registered agent for service of process on the Company in the State of Florida are: G. Andrew Gracy, Peebles & Gracy, P.A. 826

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05 AUG 29 PM 3:05
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Broadway, Dunedin, FL 34698. Such registered agent is to be the agent of the Company upon whom process against it may be served.

ARTICLE FIVE

MANAGEMENT


The Company is to be managed by its members.

In witness, these Articles of Organization have been subscribed by the undersigned, who affirm the foregoing as true under the penalties of perjury, this 25th day of AUGUST, 2005


DOUGLAS BAIRD, Member

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05 AUG 29 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S., this 24th day of August, 2005.


G. Andrew Gracy
Registered Agent
Peebles & Gracy, P.A.
826 Broadway
Dunedin, FL 34698