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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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August 24, 2005

Certified Mail
Return Receipt Requested

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: XPAT Bentley Investors, L.L.C. - Articles of Organization State Filing

Dear Sir or Madam:

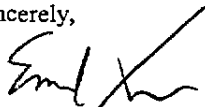
Enclosed please find the following items to register XPAT Bentley Investors, L.L.C. as a Florida Limited Liability Company:

- Articles of Organization for XPAT Bentley Investors, L.L.C.
- Check in the amount of \$125 filing payable to Florida Department of State

Please return all correspondence concerning this matter to the following:

Emanuel J. Xenick
3918 Granada Street
Tampa, Florida 33629
813-918-9444, extension 1115

Sincerely,



Emanuel J. Xenick
Managing Member and Registered Agent
XPAT Bentley Investors, LLC

**ARTICLES OF ORGANIZATION
OF
XPAT BENTLEY INVESTORS, L.L.C.**

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The undersigned hereby certifies that the Members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be XPAT Bentley Investors, L.L.C.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist for a term of two (2) years, commencing as of August 31, 2005.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability company is 3918 W. Granada Street, Tampa, Florida 33629.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3918 W. Granada Street, Tampa, Florida 33629, and the name of its initial registered agent is Emanuel J. Xenick.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI.
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS

A Member's interest in the 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 and must be otherwise in accordance with the Regulations of this Limited Liability Company.

Admission of new Members requires the unanimous vote of all of the Members of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the Members shall be determined in accordance with the Regulations.

ARTICLE VII.
CONTINUATION

The Limited Liability Company shall not be dissolved upon 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.

ARTICLE VIII.
MANAGEMENT

Management of the Limited Liability Company is reserved to its Members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as set forth on the attached Exhibit "A" which is incorporated herein by this reference.

ARTICLE IX.
REGULATIONS

The Members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal initial Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

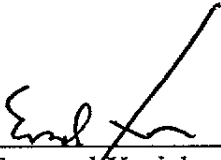
ARTICLE X.
AMENDMENT

These Articles of Organization may be amended by a unanimous vote of all of the Members.

The undersigned, being one of the Members of the Limited Liability company, hereby certifies that the foregoing constitutes the Articles of Organization of XPAT Bentley Investors, L.L.C.

Executed by the undersigned on August 24, 2005.

By: _____


Emanuel Xenick
Managing Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for XPAT Bentley Investors, L.L.C. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 24 day of August 2005.


Emanuel J. Xenick

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DIVISION OF CORPORATIONS
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XPAT BENTLEY INVESTORS, L.L.C.

**EXHIBIT "A" TO
ARTICLES OF ORGANIZATION**

Members

Artemis Palios
3902 Empedrado St.
Tampa, FL 33629

Emanuel Xenick
3918 Granada Street
Tampa, Florida 33629

George Xenick
614 Downs Avenue
Temple Terrace, FL 33617

Dean Xenick
8773 Wakefield Dr
Palm Beach Gardens, FL 33410

Fr. Rev. Stavros Akrotirianakis
8702 Palisades Dr
Tampa, Florida 33615

Michael Palios
3003 Richview Park Circle S.
Tallahassee, FL 32301

Dean Koutroumanis
5055 Southampton Circle
Tampa, FL 33647

Peter Trakas
2426 Bentwater Drive West
Jacksonville, FL 32246

Mary Lemonis
4183 Royal Oak Dr.
Palm Beach Gardens, FL 33410