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**JOSEPH A. MORRISON  
ATTORNEY AT LAW**

3500 SOUTH FLORIDA AVENUE-SUITE 3  
LAKELAND, FLORIDA 33803-4869

TELEPHONE (863)644-3399  
FAX (863)644-2921

September 9, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: BELMONT PROPERTIES, L.L.C.

Dear Sirs:

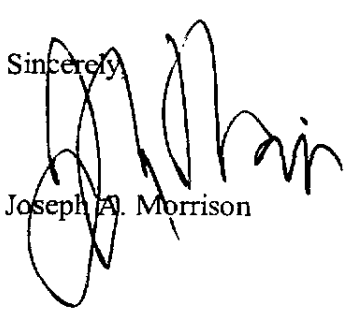
I am enclosing the original and one copy of proposed Articles of Organization of Florida Limited Liability Company in regard to BELMONT PROPERTIES, L.L.C., together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee for Articles of Organization	\$100.00
Filing Fee for Certificate	
Designating Resident Agent	\$25.00
Certified Copy	\$30.00
Certificate of Status	<u>\$5.00</u>
Total:	\$160.00

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Sincerely,

  
Joseph A. Morrison

JAM/jh

Enclosure

cc: Gerry and Molly McHugh

ARTICLES OF ORGANIZATION  
OF  
BELMONT PROPERTIES, L.L.C.

ARTICLE I - NAME:

The name of the Limited Liability Company is BELMONT PROPERTIES, L.L.C.

ARTICLE II. PERMITTED BUSINESSES  
AND ACTIVITIES

This limited liability company may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the limited liability company shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to

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obtain or secure payment of any indebtedness of liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(g) Make gifts for educational, scientific or charitable purposes.

(h) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(i) Purchase and maintain insurance on behalf of any person who is or was a member, manager, employee, or agent of the corporation, or is or was serving at the request of the limited liability company as a member, manager, officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited liability company would have the power to indemnify him against such liability under the other provisions of these Articles.

(j) Enter into general partnerships, limited partnerships (whether the limited liability company be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in these Articles, jointly or

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in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the limited liability company.

#### ARTICLE III. TERM OF EXISTENCE

The existence of this limited liability company is to begin upon the date of the subscription of these Articles and shall continue perpetually thereafter.

#### ARTICLE IV. MEMBERSHIP RESTRICTIONS.

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

#### ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the limited liability company in the State of Florida is 102 East Belvedere Street, Lakeland, Florida 33803 The Members may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, and the name of the limited liability company's initial registered agent at that address is Joseph A. Morrison. The Members may from time to time move the registered office to any other address in Florida.

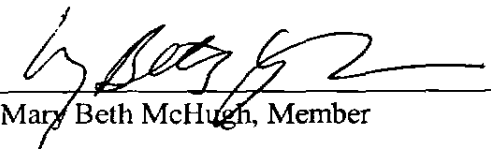
ARTICLE VII. - MANAGEMENT

The limited liability company is to be managed by designated Managers.

The undersigned Members acknowledge that the statements set forth above are made under penalties of perjury and that the facts stated herein are true. The Members have executed these Articles of Organization this 8 day of September, 2005.

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FLORIDA

  
Gerard McHugh, Member

  
Mary Beth McHugh, Member

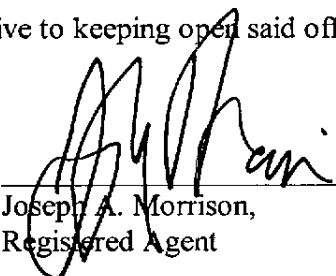
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BELMONT PROPERTIES, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at the City of Lakeland, County of Polk, State of Florida, has named Joseph A. Morrison, Esq. located at 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Joseph A. Morrison,  
Registered Agent

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STATE OF FLORIDA