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Mary Ellen Davis

Attorney and Counselor at Law
P.O. Box 1720
17 High Drive, Suite C
Crawfordville, Florida 32326

Phone: (850) 926-6003

Fax: (850) 926-4944

October 18, 2005

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

Re: Articles of Organization of Barry Management Group, LLC

To Whom It May Concern:

Enclosed for filing are the Articles of Organization of Barry Management Group, LLC.

Also enclosed is a check in the amount of \$155.00, representing payment of the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

Mary Ellen Davis

MED/bcd
Enclosures

cc: Mr. Joseph C. Barry, Jr. (w/o enclosures)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

BARRY MANAGEMENT GROUP, LLC

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby execute this document for the purpose of becoming a limited liability company under the laws of the State of Florida.

ARTICLE I: NAME

The name of this limited liability company shall be:

Barry Management Group, LLC

ARTICLE II: ADDRESS

The principal place of business of this limited liability company shall be 177 Lonesome Road Crawfordville, Florida 32327, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the limited liability company shall be Post Office Box 40, Crawfordville, Florida 32326.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S ACCEPTANCE

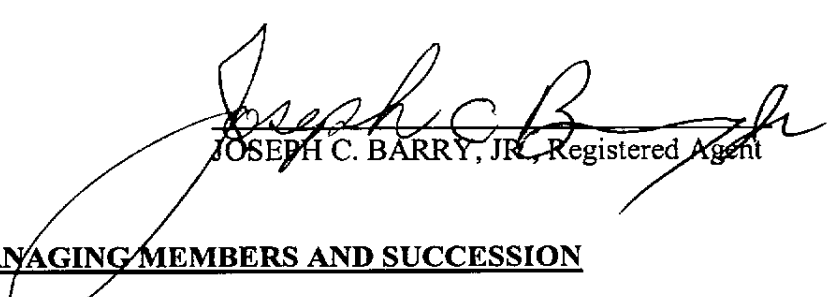
The name and the Florida street address of the Registered Agent are:

Joseph C. Barry, Jr.
177 Lonesome Road
Crawfordville, Florida 32327

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Having been named as Registered Agent 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, *Florida Statutes*.


JOSEPH C. BARRY, JR., Registered Agent

ARTICLE IV: MANAGING MEMBERS AND SUCCESSION

There shall initially be two (2) members of this limited liability company:

- 1) Joseph C. Barry, Jr. (Managing Member)
177 Lonesome Road
Crawfordville, FL 32327

Post Office Box 40
Crawfordville, FL 32326

- 2) Sue Ann Smith (Managing Member)
177 Lonesome Road
Crawfordville, FL 32327

Post Office Box 40
Crawfordville, FL 32326

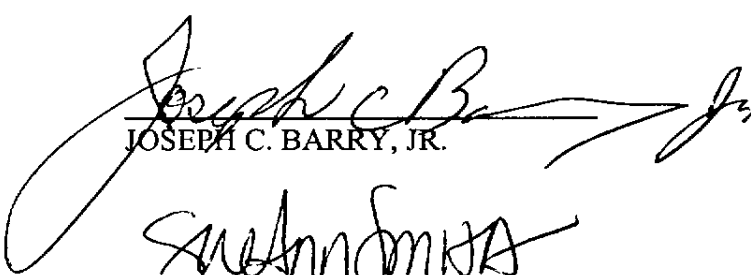
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These two members are both managing members with authority to bind the company. These two members hereby create for each other survivorship rights and intend for each other's interest to pass to the survivor upon death. In the event new members are added, survivorship rights shall not be extended to the new member's interest unless specifically designated. The addition of a new member shall not destroy the survivorship rights between the two original Managing Members' interests.

New members may be added in the future in accordance with Section 608.4232 (*Florida Statutes 2004*). All members shall be designated as either managing members or non-managing members. Managing members shall be entitled to vote. Non-managing members will have no

voting rights or ability to direct or manage the limited liability company. Non-managing members shall have no authority to legally bind the limited liability company, or transfer any asset of the limited liability company. Third parties are hereby put on notice of the limitations of non-managing members. Each managing member shall be entitled to one vote. Joseph C. Barry, Jr. shall be a single managing member, entitled to one vote. Sue Ann Smith shall be a single managing member, entitled to one vote.

IN WITNESS WHEREOF, the undersigned subscribers, as Managing Members of **Barry Management Group, LLC**, have hereunto set their hands this 18th day of October, 2005.


JOSEPH C. BARRY, JR.


SUE ANN SMITH

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TALLAHASSEE, FLORIDA