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THOMAS M. EGAN
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LAWYER

2107 SE 3rd. Ave.
Ocala, FL 34471

352-629-7110
Fax: 352-629-6696

November 1, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Overnight Address:
2661 Executive Center Circle
Tallahassee, FL 32301

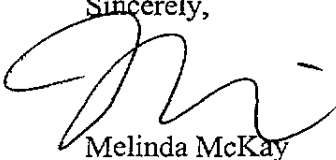
RE: Willow Bend, LLC

Dear Sirs:

Enclosed, you will find the Original Articles of Organization, with a copy regarding the above listed LLC. Also, you will find our trust check# 13127 in the amount of \$ 155.00 for filing fee.

If you have any questions, please feel free to call our office.

Sincerely,



Melinda McKay
Legal Assistant
Encl.

ARTICLES OF ORGANIZATION
OF
WILLOW BEND, L. L.C.

The undersigned, do hereby certify that the persons named herein have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. It is further declared that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

ARTICLE I

NAME

The name of this limited liability company shall be WILLOW BEND, L. L.C., and its principal place of business shall be in Belleview, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, Managing Members, as provided in the Operating Agreement. The Managing Members shall be Gayle S. Reed and Jan R. Cartier. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. Pursuant to Section 608.4235 Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company, solely by virtue of being a member.

ARTICLE IV

EXISTENCE

This limited liability company shall exist perpetually, or until dissolved in a manner provided by

law, or as provided in the Regulations adopted by the members.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located in the City of Belleview, County of Marion, State of Florida, and the post office address of said principal office of the company shall be 9600 SE 36th Ave., Belleview, FL 34420.

ARTICLE VI

MEMBERS

The members of this limited liability company are as follows:

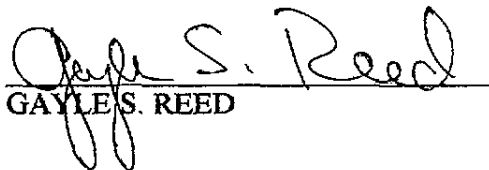
| <u>Name</u> | <u>Address</u> |
|----------------|-------------------------------------|
| Gayle S. Reed | 11132 N CR 475, Oxford, FL 34484 |
| Jan R. Cartier | 11 Duncan Street, Millburn NJ 07041 |

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 9600 SE 36th Ave., Belleview, FL 34420 and the name of the initial registered agent at that office is Gayle S. Reed.

The undersigned, being the original members of the foregoing limited liability company, does hereby certify that the foregoing constitutes the proposed Articles of Organization of WILLOW BEND, L.L.C. WITNESS our hands and seals this ____ day of September, 2005, affirming under penalty of perjury that all facts stated herein are true.


GAYLE S. REED


JAN R. CARTIER

SECRET
TALLAHASSEE, FLORIDA

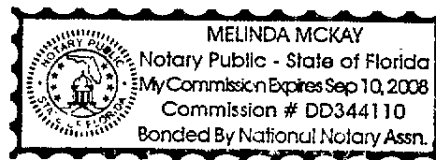
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STATE OF FLORIDA
COUNTY OF MARION

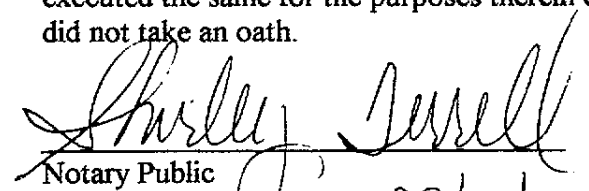
Before me this day personally appeared Gayle S. Reed, who produced Know for identification and who executed the foregoing instrument, and acknowledged before me that she executed the same for the purposes therein expressed, this 31 day of ~~September~~, 2005, and she did not take an oath. October

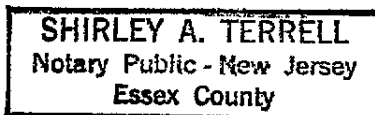

Notary Public
My Commission Expires:



STATE OF NEW JERSEY
COUNTY OF Essex

Before me this day personally appeared Jan R. Cartier, who produced Driver's License for identification and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes therein expressed, this ____ day of September, 2005, and he did not take an oath.


Notary Public
My Commission Expires: 02/01/07



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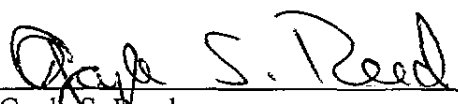
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 608.407(d), Florida Statutes, the following is submitted,
in compliance with said Act:

First -- That WILLOW BEND, 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 City of
Bellevue, County of Marion, State of Florida, has named Gayle S. Reed, located at 9600 SE
36th Ave., Bellevue, FL 34420, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated limited
liability company, at 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.


Gayle S. Reed
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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