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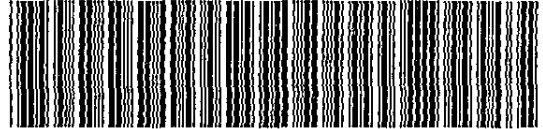
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# Bauer & Associates

ATTORNEYS AT LAW

*A Professional Association*

KIRK T. BAUER

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November 9, 2005

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

RE: Spruce Creek Partners, LLC

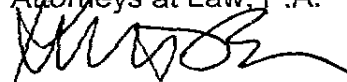
Dear Sirs:

Enclosed please find the following:

1. Original Articles of Organization of Spruce Creek Partners, LLC
2. Original Certificate of Designation of Registered Agent/Registered Office
3. Conformed copies of each of the above documents
4. Check in the amount of \$125.00 for the filing fee and designation of agent made payable to the State of Florida.

Please file the enclosed documents immediately for Spruce Creek Partners, LLC. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,  
BAUER & ASSOCIATES  
Attorneys at Law, P.A.



Kirk T. Bauer

KTB:mh  
Enclosure

**ARTICLES OF ORGANIZATION OF  
SPRUCE CREEK PARTNERS, LLC**

**Article I**

The name of the limited liability company ("Company") is SPRUCE CREEK PARTNERS, LLC.

**Article II**

The mailing address of the Company is 2411 South Atlantic Avenue, Daytona Beach Shores, Florida 32118 and street address of the Company's principal office is 2411 South Atlantic Avenue, Daytona Beach Shores, Florida 32118. The members shall have the power and authority to establish branch offices, or to change the location of the principal office, to such other places as the members may designate.

**Article III**

The period of duration for the Company is perpetual.

**Article IV**

The name of the Company's initial registered agent in Florida is Kirk T. Bauer. The address of the Company's registered office in Florida is 223 S. Woodland Boulevard, DeLand, Florida 32724.

**Article V**

The management of the Company shall be vested pursuant to the Operating Agreement in the manager(s), who shall be appointed by the members and who shall have the exclusive right to control and manage the Company. The initial managers of the Company are:

George Gary Brown  
2411 South Atlantic Avenue  
Daytona Beach Shores, Florida 32118

Lawrence J. Fornari  
2411 South Atlantic Avenue  
Daytona Beach Shores, Florida 32118

**Article VI**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of

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TALLAHASSEE, FLORIDA

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the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. The initial members of the Company are:

George Gary Brown and Barbara C. Brown  
2411 South Atlantic Avenue  
Daytona Beach Shores, Florida 32118

Lawrence J. Fornari and Jacqueline Fornari  
2411 South Atlantic Avenue  
Daytona Beach Shores, Florida 32118

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#### Article VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company as provided in the Company's Operating Agreement.

#### Article VIII

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested entirely in the Members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the Members.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the Members, has executed these Articles of Organization on this 9<sup>TH</sup> day of November, 2005, at DeLand, Florida.

  
\_\_\_\_\_  
Kirk T. Bauer  
Authorized Representative

(In accordance with Section 608.408(2) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is SPRUCE CREEK PARTNERS, LLC.

2. The name and address of the Registered Agent and Office is:

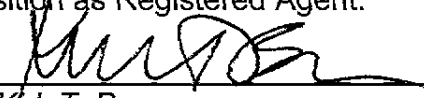
KIRK T. BAUER  
223 S. Woodland Boulevard  
DeLand, Florida 32720

SPRUCE CREEK PARTNERS, LLC

By:   
Kirk T. Bauer, Authorized Agent

Having been named as Registered Agent to accept service of process for the above-named 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.

Dated: 11-9-05

  
Kirk T. Bauer

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