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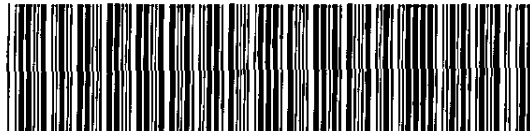
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M & R Sarasota Development, LLC

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
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- ___ Trade/Service Mark _____
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- ___ Art. of Amend. File _____
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- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
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- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____

Signature _____

Requested by: WL

Name

Date 11/29

Time 11:00

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**ARTICLES OF ORGANIZATION
OF
M & R SARASOTA DEVELOPMENT, L.L.C.
a Florida Limited Liability Company**

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05 NOV 29 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves 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 immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be M & R SARASOTA DEVELOPMENT, L.L.C., and its principal office shall be located at 2127 Ringling Blvd, Suite 102 in the City of Sarasota, County of Sarasota, State of Florida 34237, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles to the same extent as a natural person might or could do.
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 the provisions of these

Articles; and to hold, utilize, and 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, and to perform and carry out, assign, cancel, or 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities 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 set forth in these Articles, 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.

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 way 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

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, the members of this limited liability company. 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.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified) are as follows:

NAME	ADDRESS
Donald E. Murphy	2127 Ringling Blvd, Suite 102 Sarasota, Florida 34237
Piero Rivolta	2127 Ringling Blvd, Suite 102 Sarasota, Florida 34237

ARTICLE V MEMBERSHIP RESTRICTIONS

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

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred Dollars (\$100.00) cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment

purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

OWNER ENTITY	PERCENTAGE OF OWNERSHIP
Donald E. Murphy	Fifty (50%) Percent
Piero Rivolta	Fifty (50%) Percent

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being November 23, 2005.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or the following shares:

NAME	PERCENTAGE
Donald E. Murphy	Fifty (50%) Percent
Piero Rivolta	Fifty (50%) Percent

ARTICLE VIII DURATION

This limited liability company shall exist until November 23, 2030, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2127 Ringling Blvd, Suite 102, City of Sarasota, County of Sarasota, State of Florida 34237, and the name of the company's initial registered agent at that address is Piero Rivolta.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of M & R SARASOTA DEVELOPMENT, L.L.C.

Executed by the undersigned at Bradenton, Manatee County, Florida on the 23 day of November, 2005.


Donald E. Murphy, Member


Piero Rivolta, Member

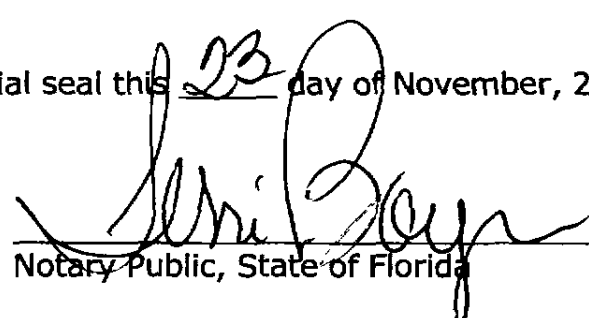
**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority, personally appeared Donald E. Murphy and Piero Rivolta, to me known to be the persons who executed the foregoing and they acknowledged before me that they executed same for the purposes therein expressed, and that they are personally known to me or have produced _____ for identification and did not take an oath.

WITNESS my hand and official seal this 23 day of November, 2005.



Terri Boyer
My Commission DD186189
Expires February 19, 2007


Notary Public, State of Florida

DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida
County of Sarasota

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is M & R SARASOTA DEVELOPMENT, L.L.C.

The name of the registered agent for M & R SARASOTA DEVELOPMENT, L.L.C. is Piero Rivolta and the street address of the company's principal office where the agent is located is 2127 Ringling Blvd, Suite 102, Sarasota, Florida 34237.

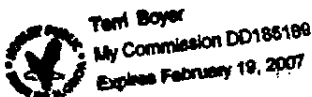
This statement is to acknowledge that, as indicated above, M & R SARASOTA DEVELOPMENT, L.L.C. has appointed me, Piero Rivolta, at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

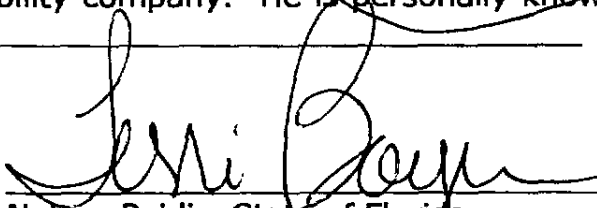
Dated the 23 day of November, 2005.



Piero Rivolta, Registered Agent

The foregoing instrument was acknowledged before me this 23 day of November, 2005 by Piero Rivolta, agent on behalf of M & R SARASOTA DEVELOPMENT, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.





Notary Public, State of Florida