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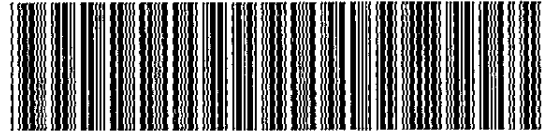
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 746122 82724A

AUTHORIZATION : *Jamela H. Fordyce*

COST LIMIT : \$ 160.00

ORDER DATE : December 8, 2005

ORDER TIME : 2:21 PM

ORDER NO. : 746122-005

CUSTOMER NO: 82724A

05 DEC -8 AM 8:06  
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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PBD ACQUISITIONS OPPORTUNITY  
FUND, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
PBD ACQUISITIONS OPPORTUNITY FUND, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
05 DEC -8 AM 8:06  
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TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this limited liability company is PBD Acquisitions Opportunity Fund, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 26381 South Tamiami Trail, Suite 300, Bonita Springs, FL 34134. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is James A. Nashman, who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by managers as further provided in the Company's regulations. No member other than the managers are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the initial managers are:

James A. Nashman  
26381 South Tamiami Trail  
Suite 300  
Bonita Springs, FL 34134

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's regulations.

**ARTICLE VIII  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
REGULATIONS**

If a provision of these Articles of Organization differs from a provision of the Company's regulations, then, to the extent allowed by law, the regulations will govern.

Executed this 2<sup>nd</sup> day of December, 2005.

ORGANIZER:

  
James A. Nashman

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

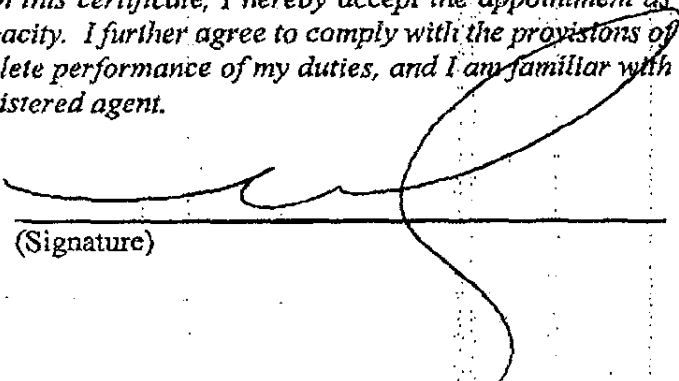
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PBD Acquisitions Opportunity Fund, LLC
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Conroy, Conroy & Durant, P.A.  
2210 Vanderbilt Beach Road  
Suite 1201  
Naples, Florida 34109

*Having been named as registered agent and 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 accept the obligations of my position as registered agent.*

December 7, 2005

  
(Signature)

**PBD Acquisitions Opportunity Fund  
Acceptance of Registered Agent**