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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

3415 BARCELONA, LLC

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**ARTICLES OF ORGANIZATION  
OF  
3415 BARCELONA, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following provisions as the Articles of Organization of 3415 BARCELONA, LLC, a Florida limited liability company (the "Company").

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Company is 3415 BARCELONA, LLC, and its principal office and mailing address is 3225 South MacDill Avenue, Suite 129-318, Tampa, Florida 33629.

**ARTICLE 2: DURATION**

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Organization is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is located at 1411 E. Clifton Street, Tampa, Florida 33604 and the name of the initial registered agent is Eric I. Alin.

**ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS**

Upon approval of all the members, new members may be admitted.

**ARTICLE 6: MEMBERS RIGHT TO CONTINUE BUSINESS**

With the consent of all remaining members the remaining members of the Company shall have a right to continue the business of the Company on 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.

Prepared by:  
Peter J. Vasti, Esq.  
FBN: 0506311  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
(727) 822-2033

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ARTICLE 7: MANAGEMENT: INITIAL MEMBERS

Initially the Company is to be managed by one member. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the Manager is:

NAMEADDRESS

E &amp; R Investment Group, LLC

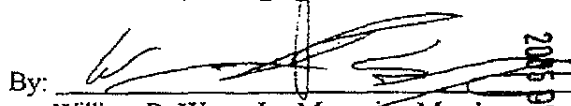
3225 S. MacDill Avenue, Suite 129-318  
Tampa, Florida 33629ARTICLE 8: OPERATING AGREEMENT

The members shall unanimously adopt the initial operating agreement. The power to alter, amend or repeal the operating agreement or adopt a new operating agreement is vested in members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this  
13<sup>TH</sup> day of DECEMBER, 2005.

E & R INVESTMENT GROUP, LLC,  
Managing Member

By:   
Eric L. Alfin, Managing Member

By:   
William R. Wren, Jr., Managing Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of 3415 BARCELONA, LLC, set forth above, 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, F.S.

Dated this 14<sup>th</sup> day of December, 2005.  
Peter J. Vastl, Registered AgentFILED  
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