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Account Number : 075410003271
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LIMITED LIABILITY COMPANY

Schmidt & Funk at Flagler LLC

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M. HODGES

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**ARTICLES OF ORGANIZATION
OF
SCHMIDT & FUNK AT FLAGLER LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is SCHMIDT & FUNK AT FLAGLER LLC (the "Company").

ARTICLE II

ADDRESS

The principal and mailing address of the Company is:

3240 Cardinal Drive, Suite 101
Vero Beach, FL 32963

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 3240 Cardinal Drive, Suite 101, Vero Beach, FL 32963 as the street address of the initial registered office of the Company and names George O. Schmidt as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or

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(ii) by the written agreement of the owners of a majority of ownership interest in the Company.

ARTICLE V

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

ADDITIONAL MEMBERS

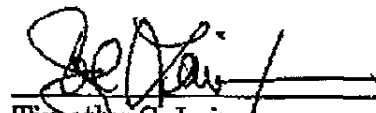
Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE VII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 20th day of December, 2005.



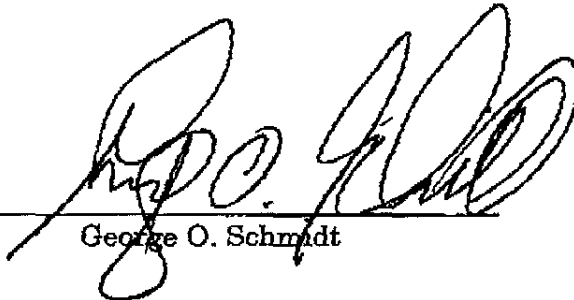
Timothy C. Leixner,
Duly Authorized Representative of the
Member(s)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for SCHMIDT & FUNK AT FLAGLER LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, *Florida Statutes*, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 20th day of December, 2005.


George O. Schmidt

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