

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000001277
FILED 8:00 AM
January 05, 2006
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

S & P HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

320 BUSINESS PARK WAY
ROYAL PALM BEACH, FL. US 33411

The mailing address of the Limited Liability Company is:

320 BUSINESS PARK WAY
ROYAL PALM BEACH, FL. US 33411

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

ROGER C STANTON
4420 BEACON CIRCLE
WEST PALM BEACH, FL. 33407

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 and accept the obligations of my position as registered agent.

Registered Agent Signature: ROGER C. STANTON

Article V

The name and address of managing members/managers are:

Title: MGR
PAUL SHAUGHNESSY
320 BUSINESS PARK WAY
ROYAL PALM BEACH, FL. 33411 US

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Signature of member or an authorized representative of a member

Signature: ROGER C. STANTON