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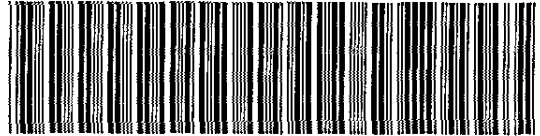
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2006 FEB 17 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 17 AM 11:22

DIVISION OF REGISTRATION

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 02/17/06

REF. #: 000174.48256

CORP. NAME: BARCLAY - ATLANTIC, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 516081 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION

BARCLAY - ATLANTIC, LLC,
a Florida limited liability company

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

BARCLAY - ATLANTIC, LLC

ARTICLE II PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

357 West Marion Avenue
Punta Gorda, Florida 33950

ARTICLE III INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

Jeffrey S. Russell
240 South Pineapple Ave.
10th Floor
Sarasota, Florida 34236

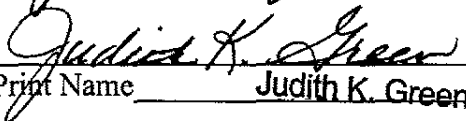
ARTICLE IV MANAGEMENT AND POWERS

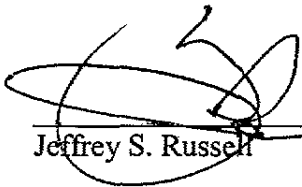
The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.

16th IN WITNESS WHEREOF, these Articles of Organization have been executed as of the day of February, 2006.

WITNESSES:


Print Name JACK M. MAAG


Print Name Judith K. Green


Jeffrey S. Russell

"AUTHORIZED REPRESENTATIVE"

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

BARCLAY - ATLANTIC, LLC

2. The name and the Florida street address of the registered agent are:

Jeffrey S. Russell
240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: _____

2/16/06


Jeffrey S. Russell

"REGISTERED AGENT"