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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

2/20/06

6p

DEVITO & COLEN, P.A.
ATTORNEYS AT LAW

DEVITO AND COLEN, P.A.
GERALD R. COLEN
Of Counsel
JAMES A. DEVITO

7243 BRYAN DAIRY ROAD • LARGO, FLORIDA 33777
TELEPHONE (727) 545-8114
TELEFAX (727) 545-8227

February 20, 2006

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

RE: Articles Of Organization of
Emandel, L.L.C.

Gentlemen:

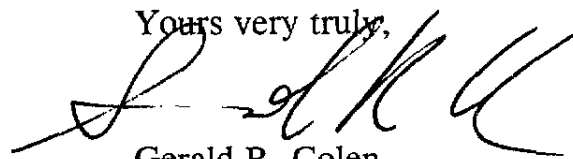
Pursuant to your instructions, enclosed please find the following:

1. Original and one copy of the Articles of Organization of Emandel, L.L.C.;
2. Check made payable to Department of State in the sum of \$160.00 to cover the following:

\$100.00	Filing Fee (Limited Liability Company)
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified copy of Articles
<u>\$ 5.00</u>	Certificate of Status
\$160.00	

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj
Enclosures
(06-155)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
Of
Emandel, L.L.C.**

Pursuant to Chapter 608.401, Florida Statutes, as it may be amended from time to time, the undersigned does hereby establish Emandel, L.L.C., a limited liability company, pursuant to the terms of these Articles of Organization as set forth herein below:

I. NAME OF LIMITED LIABILITY COMPANY

The Name of this limited liability company shall be Emandel, L.L.C.

II. MAILING ADDRESS AND STREET ADDRESS

The street address and also the mailing address for this limited liability company is Emandel, L.L.C., in care of 7243 – Bryan Dairy Road, Largo, Florida 33777.

III. NAME AND ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent for service of process is as follows:

Bernard H. Johnson
C/o 7243 Bryan Dairy Road
Largo, Florida 33777

IV. STATEMENT OF MEMBER-MANAGEMENT

The Member-Managers of the Limited Liability Company shall be

Bernard Johnson
C/o 7243 – Bryan Dairy Road
Largo, Florida 33777

And

Deborah S. Johnson
C/o 7243 – Bryan Dairy Road
Largo, Florida 33777

The Member-Managers shall have a total of 100% voting interest, with each member-manager having a 50% voting right.

V. PURPOSE OF LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

EXPIRY DATE
2/20/06

The purpose of this limited liability company is to perform any and all duties lawfully permitted by these Articles of Organization and by the United States of America, and by the State of Florida, pursuant to Chapter 608.401, Florida Statutes and/or by any other state in which the said limited liability company shall be authorized to conduct or carry on business. Additionally, the purpose of this company is to own, hold and possess, and when in the interests of this company to lease, real and personal property anywhere in the State of Florida in accordance with the laws of that State. If appropriate, this limited liability company shall be entitled to become authorized or permitted to conduct business operations in any state of the United States of America, including but not limited to the state of North Carolina.

VI. POWERS

This limited liability company shall have all of the powers that are set forth in Chapter 608.404, Florida Statutes as same may be amended from time to time. Additionally, the company shall have the requisite powers needed to own, hold, possess and develop real and personal property in the state of Florida. Provided however, that any manager and/or any member and/or any member-manager shall not have any personal liability or obligation to any other member or to any creditor including any judgment creditor by reason of the execution of this document or by reason of the exercise of any of the powers provided for herein or provided in Chapter 608.401, et seq., Florida Statutes, or provided for in any law of any State wherein the company is authorized to conduct business. No personal liability that may exist or that may accrue with regard to any member or member-manager shall attach to any property owned by this limited liability company.

VII. LIABILITY OF MEMBERS, MANAGERS

Members, and member-managers of this limited liability company, shall not have nor shall they suffer any loss or damage or any liability for any action or cause of action permitted or occasioned by the actions or activities of this company.

VIII. AUTHORIZED REPRESENTATIVE

The authorized representative of this limited liability company is Bernard H. Johnson, in care of the address that is as provided hereinabove. Provided however, that the acts or actions of the authorized representative shall not subject any non-acting member or other party of or to this limited liability company, if any there be, to any joint and several liabilities for any reason whatsoever.

IX. NO JOINT AND SEVERAL LIABILITY

No person named in these articles either individually or jointly as a member or as a member-manager or as an authorized representative or as the registered agent shall have any joint and several liability or liabilities for any of the acts or actions of this company or the acts or actions of any other person named herein. No person who may become a

member or a member-manager or who may be appointed at some later date pursuant to the provisions of this document or pursuant to the Florida Limited Liability Company Act as manager, authorized representative or as registered agent shall have any joint and several liability or liabilities for any acts or actions of this company or the acts or actions of any other person named herein. No property, including any real property, tangible property or intangible property of whatsoever kind, nature and description and no matter where situated be it in the State of Florida or any other State of the United States, which may be owned individually or as a joint tenant with right of survivorship or as a tenancy in common or as an estate by the entireties by any member, member-manager, authorized representative or registered agent shall be subject to any action, cause of action, liability, loss or damage by reason of the acts or actions of any other member, authorized representative or registered agent.

X. RIGHT OF FIRST REFUSAL OF MEMBER-MANAGERS

No member-manager shall be entitled to sell, transfer or otherwise convey his or her interest in this limited liability company without the express written consent of all member managers. Before any member manager shall be entitled to sell, transfer or otherwise convey his or her interest in the limited liability company to any person or entity, the interest of such member manager must first be offered to the remaining member manager at its fair market value. No sale, transfer or other form of conveyance shall be valid unless there has been full compliance with this Right of First Refusal.

XI. EFFECTIVE DATE

The effective date of this Limited Liability Company is February 20, 2006.

IN WITNESS WHEREOF, THE UNDERSIGNED not individually, but as member managers of Emandel, L.L.C., a Florida limited liability company do set their hands and seals this the 20th day of February, 2006.

Emandel, L.L.C.

By: Bernard H. Johnson
Bernard H. Johnson

By: Deborah S. Johnson
Deborah S. Johnson

ACCEPTANCE AND CERTIFICATION BY REGISTERED AGENT

Pursuant to Chapter 608.415(2) F.S. the undersigned, having been appointed as registered agent for service of process by these Articles of Organization hereby states that he has accepted his appointment as registered agent simultaneously with being appointed. The undersigned states that he is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608 F.S.

Bernard H. Johnson
Bernard H. Johnson, Registered Agent

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared, Emandel, L.L.C. by its member-managers Bernard H. Johnson and Deborah S. Johnson well known to me, and each of them, under oath testified that the above and foregoing document was their true act and deed.

Brenda S. Bromley
Notary Public

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared Bernard H. Johnson, registered agent well known to me and he, under oath, testified that he executed the above and foregoing document as his true act and deed.

Brenda S. Bromley
Notary Public



Brenda S. Bromley
MY COMMISSION # DD271536 EXPIRES
December 25, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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