

03-06-06

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From: JOHNSON, POPE, LLP

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

X-CELL, LLC

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**ARTICLES OF ORGANIZATION
OF
X-CELL, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: X-CELL, LLC.

**ARTICLE II
Place of Business**

The principal place of business of this Company shall be 2132 Rivers Edge Court, Clearwater, Florida 33763, and such other place or places as may be designated by the manager from time to time. The mailing address of this Company shall be P.O. Box 4443, Clearwater, Florida 33758.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be GARY B. SMITH, and the address of the registered agent for service of process shall be 17525 First Street East, Redington Shores, Florida 33708.

**ARTICLE IV
Management of Business**

The Company shall be manager managed. The initial manager shall be GARY B. SMITH, whose address is 17525 First Street East, Redington Shores, Florida 33708, until the first annual meeting of members or until a successor is elected and qualified.

The undersigned has executed these Articles of Organization this 6th day of March, 2006.


GARY B. SMITH

Prepared By:
Michael G. Little, Esq.
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33758
Bar No. 0861877
(727) 461-1818

03-06-06 05:50pm From-JOHNSON, POPE, LLP

7274418617

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 17525 First Street East, Redington Shores, Florida 33708, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: March 6th, 2006


GARY B. SMITH

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