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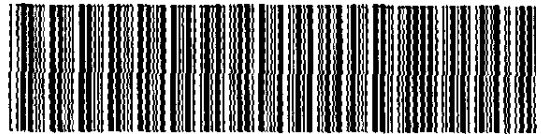
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05 MAR 26 PM 3:45

05 MAR 24 2:02 PM

M. HODGES

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Barill Investments, LLC

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Signature _____

Requested by: _____

Name _____

Date *3/24*

Time *11:00*

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR**

BARILL INVESTMENTS, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company pursuant to the provisions of

the Florida Limited Liability Company Act, hereby submit and file with the Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the limited liability company created hereby (hereinafter, "the Company")

BARILL INVESTMENTS, LLC.

ARTICLE II

Purpose

The Company's business activities shall be to engage in any lawful business that may be engaged in by a limited liability company organized under the Florida Limited Liability Company Act, as such business activities may be determined by its members from time to time. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) *Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority*

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TALLAHASSEE, FLORIDA

ARTICLE V

Admission of Additional Members

The members may admit additional members pursuant to unanimous written consent of the members in existence prior to the admission of any such additional member.

ARTICLE VI


Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is, 16504 Adaja de Avila Blvd., Tampa, FL 33613, and the name of the registered agent at such address is Gerald K. Hill.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 17th day of March, 2006, and hereby acknowledge that the facts stated herein are true.


GERALD K. HILL, Member


TERRY A. HILL, Member


DONALD E. BARUCH, Member