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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DENBY SMOTHERS, LLC

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ARTICLES OF ORGANIZATION

OF

DENBY SMOTHERS, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Organizers of a limited liability company organized under the Florida Limited Liability Company Act do hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Denby Smothers, LLC.

ARTICLE II

ADDRESS

The address of the initial registered office of the limited liability company is 460 Meadow Lark Drive, Sarasota, Florida 34236. The initial registered agent at such address is 460 Meadow Lark Drive, Sarasota, Florida 34236.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 460 Meadow Lark Drive, Sarasota, Florida 34236. The mailing address of the limited liability company is 460 Meadow Lark Drive, Sarasota, Florida 34236.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

ARTICLE V

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation

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of, any written operating agreement of the limited liability company in existence and as amended from time to time.

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**ARTICLE VI  
MEMBERSHIP**

The name and address of the initial member is as follows: Derby Smothers.

**ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

**ARTICLE VIII  
CONTINUATION AFTER DISASSOCIATION OF A MEMBER**

The limited liability company will continue to exist after the disassociation of a member if the remaining members agree by majority vote to continue the company.

**ARTICLE IX  
MANAGEMENT**

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 3<sup>rd</sup> day of May, 2006.

Derby Smothers  
Organizer of Derby Smothers, LLC.

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*No 6000124198*

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF SARASOTA    )

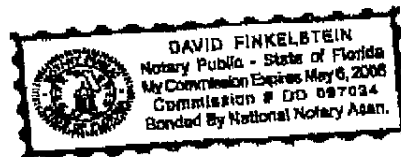
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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of May, 2006 by Denby Smith, who is personally known to me, or who has produced Fpr as identification.

Given unto my hand and official seal, this 3d day of May, 2006.

*[Signature]*

My Commission expires: \_\_\_\_\_



*No 6000124198*

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
AND AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

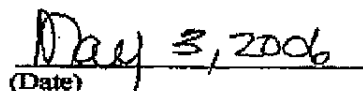
1. The name of the limited liability company is: Denby Smothers, LLC
2. The name and address of the registered agent and office is:

Denby Smothers  
(Name)

460 Meadow Lark Drive, Sarasota, Florida 34236  
(Address)

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.

  
(Signature)

  
(Date)

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