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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

E & S MANAGER, LLC

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ARTICLES OF ORGANIZATION

OF

E & S MANAGER, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: E & S Manager, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 1002 East Newport Center Drive, Suite 100, Deerfield Beach, Florida 33442, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 1002 East Newport Center Drive, Suite 100, Deerfield Beach, Florida 33442. The initial registered agent at that address is Andrew Stallone.

ARTICLE IV

This limited liability company will be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15th day of May, 2006.



Andrew Stallone, Member

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Fax Audit No. H06000133774 3**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is E & S Manager, LLC.

SECOND -- The name and address of the registered agent and office is:

Andrew Stallone
1002 East Newport Center Drive
Suite 100
Deerfield Beach, Florida 33442

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.

Dated this 15th day of May, 2006.



Andrew Stallone, Registered Agent

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TALLAHASSEE, FLORIDA

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