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From: JOHNSON, POPE, LLP

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Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
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HOOPESTON PENN ASSOCIATES, LLC

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ARTICLES OF ORGANIZATION
OF
HOOPESTON PENN ASSOCIATES, 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: HOOPESTON PENN ASSOCIATES, LLC.

ARTICLE II
Place of Business

The principal place of business and mailing address of this Company shall be 427 Druid Road West, Clearwater, Florida 33756-3854, and such other place or places as may be designated by the manager from time to time.


ARTICLE III
Registered Agent and Office

The initial registered agent for this Company shall be JOANNE PRIOR, and the address of the registered agent for service of process shall be 427 Druid Road West, Clearwater, Florida 33756-3854.

ARTICLE IV
Management of Business

The Company shall be manager-managed. The initial manager shall be JOANNE PRIOR, whose address is 427 Druid Road West, Clearwater, Florida 33756-3854, until the first annual meeting of members or until a successor is elected and qualified.

The undersigned has executed these Articles of Organization this 15 day of June, 2006.



JOANNE PRIOR

Prepared By:
Bruce H. Bokor, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(727) 461-1818

**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 427 Druid Road West, Clearwater, Florida 33756-3854, 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: June 15, 2006



JOANNE PRIOR

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