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TALLAHASSEE, FLORIDA

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To:

Division of Corporations
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From:

Account Name : ROGERS, DEMPSEY AND PALADINO
Account Number : T20010000034
Phone : (561) 655-8980
Fax Number : (561) 655-9480

FLORIDA/FOREIGN LIMITED LIABILITY CO.

WILLIAMS ENTERPRISES II, LLC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
WILLIAMS ENTERPRISES II, LLC**

ARTICLE I - NAME

The name of the limited liability company is "WILLIAMS ENTERPRISES II, LLC."

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is:

505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the initial registered agent of the limited liability company and its Florida registered office is:

Richard Paladino
505 S. Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE IV - MANAGEMENT

The limited liability company shall be managed by one or more managers that shall be appointed by the members of the limited liability company. The limited liability company is a manager-managed company. The following are the names and addresses of the initial managers of the limited liability company:

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TALLAHASSEE, FLORIDA

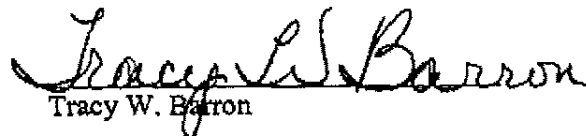
Tracy W. Barron
454 Old Cambridge Turnpike
Concord, MA 01742

Marjorie W. Coward
12781 Lavender Keep Circle
Fairfax, VA 22033

Ernest Williams, III
5331 N. Stanford Drive
Nashville, TN 37215

All of the Members of the limited liability company, whose names follow, elect to be personally liable for the debts, obligations and liabilities of the limited liability company to the same extent as a general partner in a general partnership. The Members of the limited liability company are as follows: Tracy W. Barron; Marjorie W. Coward; Jerry B. Williams; the Marjorie O. Williams Trust under agreement dated January 29, 2002, as amended, Ernest Williams, III, Trustee; and the Ernest Williams, II QTIP Trust under agreement dated January 25, 2002, Ernest Williams, III, Trustee.

IN WITNESS WHEREOF, we have signed these Articles of Organization as the Members and acknowledge them to be our act as of this 27th day of June, 2006. In accordance with Florida Statute Section 608.408(3), the execution of these Articles of Organization constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Tracy W. Barron

Marjorie W. Coward

Jerry B. Williams

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TALLAHASSEE, FLORIDA

Tracy W. Barron
454 Old Cambridge Turnpike
Concord, MA 01742

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Tracy W. Barron

Marjorie W. Coward
Marjorie W. Coward

Jerry B. Williams

(H06000167697 3)

Tracy W. Barron
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Concord, MA 01742

Marjorie W. Coward
12781 Lavender Keep Circle
Fairfax, VA 22033

Ernest Williams, III
5331 N. Stanford Drive
Nashville, TN 37215

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2006 JUN 27 A 11
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Tracy W. Barron

Marjorie W. Coward

Jerry B. Williams
Jerry B. Williams

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2006 JUN 27 A 10:00

Marjorie O. Williams Trust
U/A dated January 29, 2002, as amended

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Ernest Williams, III, Trustee

Ernest Williams, II QTIP Trust
U/A dated January 25, 2002


Ernest Williams, III, Trustee

STATE OF MASSACHUSETTS)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of June 2006, by Tracy W. Barron, who is known personally to me or who has produced her driver's license as identification.

Notary Public

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marjorie O. Williams Trust
U/A dated January 29, 2002, as amended

Ernest Williams, III, Trustee

Ernest Williams, II QTIP Trust
U/A dated January 25, 2002

Ernest Williams, III, Trustee

STATE OF MASSACHUSETTS)
COUNTY OF Middlesex)

The foregoing instrument was acknowledged before me this 22nd day of June 2006, by Tracy W. Barron, who is known personally to me or who has produced her driver's license as identification.



Maureen Waters Mares
Notary Public

My Commission Expires: 6/11/11

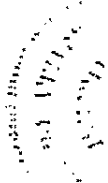
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STATE OF VIRGINIA)
)
COUNTY OF FAIRFAX)

2006 JUN 27 A 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 26 day of June
2006, by Marjorie W. Coward, who is known personally to me or who has produced her
driver's license as identification.



Neena Patel
Notary Public

My Commission Expires: 6.30.2009.

STATE OF TENNESSEE)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of June
2006, by Jerry B. Williams, who is known personally to me or who has produced her
driver's license as identification.

Notary Public

My Commission Expires:

STATE OF TENNESSEE)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of June
2006, by Ernest Williams III, Trustee of the Marjorie O. Williams Trust under agreement

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2006 JUN 27 A 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDASTATE OF VIRGINIA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of June 2006, by Marjorie W. Coward, who is known personally to me or who has produced her driver's license as identification.

Notary Public

My Commission Expires:

STATE OF TENNESSEE)
COUNTY OF Davidson)

The foregoing instrument was acknowledged before me this 19 day of June 2006, by Jerry B. Williams, who is known personally to me or who has produced her driver's license as identification.



Christine Davenport
Notary Public

My Commission Expires: 5/23/2009

STATE OF TENNESSEE)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of June 2006, by Ernest Williams III, Trustee of the Marjorie O. Williams Trust under agreement

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(H06000167697 3)

FILED

STATE OF VIRGINIA)
)
COUNTY OF _____)

2006 JUN 27 A 10: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this _____ day of June
2006, by Marjorie W. Coward, who is known personally to me or who has produced her
driver's license as identification.

Notary Public

My Commission Expires:

STATE OF TENNESSEE)
)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of June
2006, by Jerry B. Williams, who is known personally to me or who has produced her
driver's license as identification.

Notary Public

My Commission Expires:

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

The foregoing instrument was acknowledged before me this 20 day of June
2006, by Ernest Williams III, Trustee of the Marjorie O. Williams Trust under agreement

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(H06000167697 3)

dated January 29, 2002, as amended, who is known personally to me or who has
produced his driver's license as identification.

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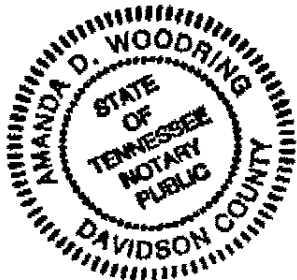


Amanda Woodring
Notary Public

My Commission Expires: 11-14-09

STATE OF TENNESSEE)
COUNTY OF Davidson)

The foregoing instrument was acknowledged before me this 20 day of June
2006, by Ernest Williams III, Trustee of the Ernest Williams, II QTIP Trust under
agreement dated January 25, 2002, as amended, who is known personally to me or who
has produced his driver's license as identification.



Amanda Woodring
Notary Public

My Commission Expires: 11-14-09

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

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JUN 27 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 608.415 of the Florida Statutes, Williams Enterprises II, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

Richard Paladino
505 S. Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ACKNOWLEDGMENT:

I hereby accept the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated. 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 under Chapter 608, Florida Statutes. In accordance with Section 608.408(3) of the Florida Statutes, the execution of this statement constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Dated: June 27th, 2006


Richard Paladino

RPgfw/06doc/Williams - Williams Enterprises II, LLC

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