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From: GILLEN PA KUTNER PA

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO

R.E.W., LLC

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**ARTICLES OF ORGANIZATION**

**OF**

**R.E.W., LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

**ARTICLE I**

**NAME OF THE LIMITED LIABILITY COMPANY**

The name of this Limited Liability Company shall be **R.E.W., LLC**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1469 N. New York Avenue, Sanford, Florida 32771.

**ARTICLE III**

**PERIOD OF DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Regulations.

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#### **ARTICLE IV**

##### **REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Company is 1469 N. New York Avenue, Sanford, Florida 32771, and the name of the initial registered agent at such address is **RICHARD E. WESLEY**.

#### **ARTICLE V**

##### **CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" to the Operating Agreement.

#### **ARTICLE VI**

##### **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations.

#### **ARTICLE VII**

##### **ADMISSION OF NEW MEMBERS**

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the

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Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE VIII**

#### **MEMBERS' RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

#### **ARTICLE IX**

#### **MANAGEMENT**

The Company shall be managed by the managing member in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

#### **NAME**

#### **ADDRESS**

**RICHARD E. WESLEY**

1469 N. New York Avenue  
Sanford, Florida 32771

**M & A HOLDINGS, LLC**

1485 International Parkway,  
Suite 1001, Heathrow, FL 32746

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**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed to these Articles of Organization at Orange County, Florida on this 10<sup>th</sup> day of July, 2006.

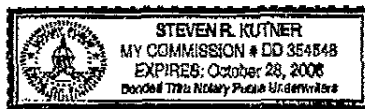
  
\_\_\_\_\_  
**RICHARD E. WESLEY**

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Organization were acknowledged before me this 10<sup>th</sup> day of July, 2006, by **RICHARD E. WESLEY**, who has produced a driver's license as identification or who is personally known to me.

  
\_\_\_\_\_  
Steven R. Kutner, Notary Public  
Printed Name of Notary  
Commission No. DD354548  
My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED  
OFFICE OF R.E.W., LLC**


Under the provisions of **F.S. 608.415 or 608.507, R.E.W., LLC**, submit the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **R.E.W., LLC**
2. The name and street address of the registered agent in Florida is:

**RICHARD E. WESLEY**  
1469 N. New York Avenue  
Sanford, Florida 32771

The undersigned, being the person named in the Articles of Organization of **R.E.W., LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

**Date: July 10, 2006**

  
\_\_\_\_\_  
**RICHARD E. WESLEY**  
Registered Agent

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