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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 239087 7185439

AUTHORIZATION :

COST LIMIT : \$ 125.00

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ORDER DATE : July 12, 2006

ORDER TIME : 8:21 AM

ORDER NO. : 239087-005

CUSTOMER NO: 7185439

DOMESTIC FILING

NAME: LOCOMOTIVE HOLDINGS, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Heather Chapman - EXT. 2908

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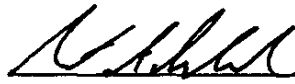
## ARTICLES OF ORGANIZATION OF LOCOMOTIVE HOLDINGS, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for Locomotive Holdings, LLC (the "**Company**"):

1. Name. The name of the Company is Gladstone Holdings, LLC.
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 27 Ocean Club Drive, Amelia Island, Florida 32034.
3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

Robert A. Schroeder  
27 Ocean Club Drive  
Amelia Island, Florida 32034

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 13<sup>th</sup> day of July, 2006.

  
Name: Robert A. Schroeder  
Authorized Representative

### ACCEPTANCE BY REGISTERED AGENT

The undersigned, a resident in the State, having been named in Section 3 of Articles of Organization of Locomotive Holdings, LLC (the "*Company*") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with and hereby accepts the obligations of such position.

EXECUTED this 12<sup>TH</sup> day of July, 2006.

Robert A. Schroeder

A handwritten signature in black ink, appearing to read "Robert A. Schroeder", is written over a horizontal line.