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FLORIDA/FOREIGN LIMITED LIABILITY CO.

COUNTER OFFER, LLC

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COUNTER OFFER, LLC

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is COUNTER OFFER, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office address and the mailing address of the Company is

136 Merrimack Way
Jupiter, Florida 33458

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates the offices of Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGING MEMBERS

The name and address of the initial Managing-Members of the Company are:

Julia S. Kaufman Trust
71 Loker Street
Wayland, MA 01778

Lexi Viens
136 Merrimack Way
Jupiter, FL 33458

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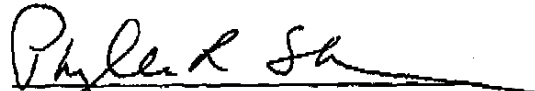
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IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal
this 14th day of August, 2006.


Phyllis L. Shuster, Esq.
Holland & Knight LLP
Duly Authorized Representative
of the Members

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for COUNTER OFFER, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 15th day of August, 2006.

INTRASTATE REGISTERED AGENT CORPORATION

By: *Frances Gail Faigenblat*
Frances Gail Faigenblat, Vice President

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