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(Business Entity Name)

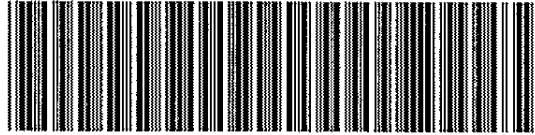
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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 455816 3487A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 15, 2006

ORDER TIME : 9:45 AM

ORDER NO. : 455816-005

CUSTOMER NO: 3487A

DOMESTIC FILING

NAME: DOWN ASSOCIATES, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
OF  
DOWN ASSOCIATES, LLC**

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

**ARTICLE I -- NAME**

The name of the limited liability company shall be DOWN ASSOCIATES, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 8335 Abingdon Court, University Park, FL 34201.

**ARTICLE III -- REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company for service of process in the State of Florida is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; Attention: Michael L. Foreman, 2033 Main Street, Suite 600, Sarasota, FL, 34237.

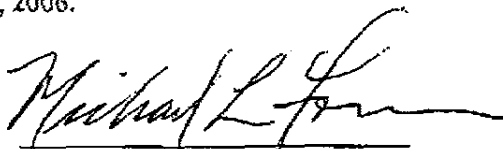
**ARTICLE IV -- MANAGEMENT**

The Company is to be a manager-managed company. The initial manager of the Company shall be Roland J. Down, 8335 Abingdon Court, University Park, Florida 34201.

**ARTICLE V -- OPERATING AGREEMENT**

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

The undersigned member [or authorized representative] has executed these Articles of Organization at Sarasota, Florida, on this 14th day of September, 2006.



Michael L. Foreman,  
Authorized Representative

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the registered agent appointed in the Articles of Organization of DOWN ASSOCIATES, LLC, hereby accepts the appointment as registered agent and represents that the undersigned is familiar with, and accepts, the obligations of the registered agent position as provided for in the Florida Limited Liability Company Act.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: 

Michael L. Foreman,  
its authorized agent

Registered Agent