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GASSMAN, PATES & ASSOC

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Florida Department of State

Division of Corporations

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Account Name : GASSMAN & ASSOCIATES, P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

COLSHOW, L.L.C.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is: COLSHOW, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1340 Tangier Way
Sarasota, FL 34239

ARTICLE III - Management:

The Company shall be managed exclusively by its Manager or Managers and for all purposes the Manager or Managers of the Company shall have all rights and authorities permitted under Florida law to be accorded to the General Partner of a Florida Limited Partnership, subject to a fiduciary duty to deal with the Company and its Member or Members in good faith and in an appropriate manner based upon the same standards which apply to the General Partner of a Florida Limited Partnership. The initial Manager of the Company is David P. Showalter, and David P. Showalter shall have the right to designate a successor Manager or successor Managers, and to determine the procedure for determining who or what entity or entities will become successor Managers of the Company by a written instrument executed by him, or by execution of an Operating Agreement executed by him and the Member or Members of the Company. Any successor Manager or Managers shall have the same rights and powers, subject to the same standards, as are described above. Any Manager or Managers acting from time to time may, by unanimous consent of all Managers, designate a successor Manager or Managers, and determine the procedure for determining who or what entity will become a successor Manager of the Company unless otherwise set forth under an Operating Agreement executed by the then-serving Manager or all then-serving Managers, as applicable, and all Members as of the date of execution of such Operating Agreement. The Member or Members of the Company shall have only such voting and management rights as are required pursuant to the laws of the State of Florida. No Manager shall be considered a Member or Owner of the Company by reason of being the Manager, except to the extent that such Manager also receives a Member interest by appropriate issuance or transfer.

ARTICLE IV - Written Operating Agreement:

Any operating agreement entered into by all Managers and all Members of the Limited Liability Company as of the date of execution thereof, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business, and the relations of its Members, which

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may include specific rules for facilitating amendment of these Articles. Any such written Operating Agreement shall be binding upon any and all subsequent Members by and between all Managers and all Members having ownership in the Company, other than any Member who would otherwise not be affected. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Alan S. Gassman

Name


1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


ALAN S. GASSMAN

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