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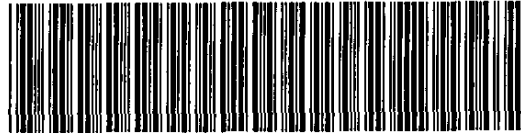
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RICHARD L. PEARSE, JR., P.A.  
LAWYERS

RICHARD L. PEARSE, JR.  
SHERRI M. STINSON

DEBRA A. LEPLA,  
LEGAL ASSISTANT

1239 S. MYRTLE AVENUE  
CLEARWATER, FLORIDA 33756-3469

TELEPHONE: (727) 462-9009  
FAX: (727) 449-2205  
E-MAIL: LAWYERS@PEARSE.NET

OF COUNSEL:  
PIERRO & ASSOCIATES, LLC†  
ALBANY, NEW YORK  
NEW YORK, NEW YORK  
†MEMBERS NOT ADMITTED  
IN FLORIDA

October 31, 2006

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization of  
Gerise, L.L.C.

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Organization and Designation of Registered Agent for the referenced limited liability company. A check in the amount of \$155.00 is also enclosed for the filing and certified copy fee.

Please return one certified copy of the Articles of Organization to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,



Richard L. Pearce, Jr.

RLP/dal

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
GERISE, LLC  
a Florida limited liability company**

**ARTICLE I  
NAME**

The name of this limited liability company is GERISE, LLC (the "Company").

**ARTICLE II  
ADDRESS**

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

4500 140th Avenue North Ste 109  
Clearwater, Florida 33762

**ARTICLE III  
DURATION**

The Company's existence shall commence upon the filing of these Articles of Organization with the Secretary of State of Florida and shall continue for sixty (60) years thereafter unless sooner terminated, liquidated or dissolved by law or by the unanimous consent of the Members.

**ARTICLE IV  
MANAGEMENT**

The Company shall be managed by its manager(s). The name and address of the initial sole manager of the Company is:

Gerald L. Gehrand  
4500 140th Avenue North Ste 109  
Clearwater, Florida 33762

**ARTICLE V  
ADMISSION OF NEW MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admission of new members to the Company shall be:

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TALLAHASSEE, FLORIDA

The manager may admit new or additional members in the sole and unfettered discretion of the manager subject only to the condition that any new or additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

#### **ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be:

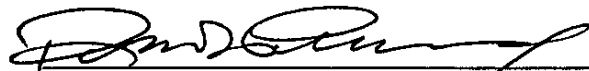
The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not terminate the limited liability company, and the business of the limited liability company shall be automatically continued, so long as there is at least one remaining member.

#### **ARTICLE VII AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned certifies as follows:

- A. The undersigned is a member or the authorized representative of a member of the Company.
- B. The Company has at least one member.
- C. The total amount of cash contributed by each member is \$100.00.
- D. The total amount of cash and property contributed or anticipated to be contributed by each member is \$100.00

Executed at Clearwater, Florida, on this October 31, 2006.



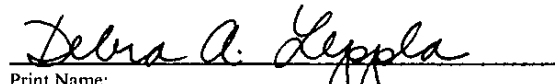
RICHARD L. PEARSE, JR., as authorized  
agent of member of GERISE, LLC

In accordance with the provisions of §608.408(3), Fla. Stat., I declare and affirm under penalties of perjury that the facts and matters stated herein are true.

  
RICHARD L. PEARSE, JR.

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on this October 31, 2006, by RICHARD L. PEARSE, JR., as an authorized representative of a member of GERISE, LLC, who is personally known to me.

  
Print Name: \_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:



**Debra A. Leppla**  
Commission # DD561971  
Expires July 14, 2010  
Bonded Troy Farm Insurance, Inc. 800-385-7019

This instrument prepared by:

Richard L. Pearse, Jr., of  
Richard L. Pearse, Jr., P.A.  
1239 S. Myrtle Avenue  
Clearwater, FL 33756  
(727) 462-9009  
Florida Bar No. 0282723

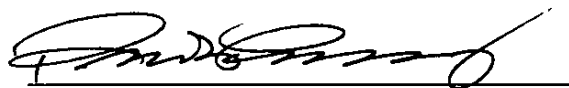
## DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of §§608.415 or 608.507, Fla. Stat., the undersigned limited liability company submits 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 GERISE, LLC (the "Company").
2. The name of the Registered Agent and the Florida street address of the Registered Office of the Company is:

Richard L. Pearse, Jr.  
1239 S. Myrtle Avenue  
Clearwater, FL 33756

Executed at Clearwater, Florida, on this October 31, 2006.



RICHARD L. PEARSE, JR., as authorized  
agent of member of GERISE, LLC

## ACCEPTANCE

The undersigned, having been named as Registered Agent for the above-stated limited liability company at the place designated in this certificate, does hereby accept the appointment as Registered Agent, and agrees to act in such capacity and comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent. I certify that I am familiar with and freely accept the obligations of the office of Registered Agent for the Company.



RICHARD L. PEARSE, JR., Registered  
Agent

This instrument prepared by:

Richard L. Pearse, Jr., of  
Richard L. Pearse, Jr., P.A.  
1239 S. Myrtle Avenue  
Clearwater, FL 33756  
(727) 462-9009  
Florida Bar No. 0282723