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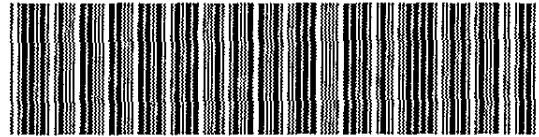
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TALLAHASSEE, FLORIDA

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Katherine L. Smith, P.A.
Attorney at Law
715 N. Washington Blvd., Suite B
Sarasota, Florida 34236
Telephone: (941) 952-0550
Facsimile: (941) 952-0551

January 9, 2007

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Sandphil, LLC

To Whom It May Concern:

Enclosed please find the following:

1. An original and one copy of the Articles of Organization of Sandphil, LLC and Acceptance of Registered Agent for filing with the State.
2. A check in the amount of \$155.00 which represents the \$125.00 state filing fee and the \$30.00 fee to obtain a certified copy of filing.

Please file stamp the copy of the Articles of Organization and send the same along with receipt of payment and the certified copy to Katherine L. Smith, Esquire, c/o Katherine L. Smith, P.A., 715 N. Washington Blvd., Suite B, Sarasota, FL 34236. Thank you for your attention to this matter.

Very truly yours,


Katherine L. Smith

KLS
Enclosures

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ARTICLES OF ORGANIZATION

OF

SANDPHIL, 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, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

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

ARTICLE II - PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 7821 Crest Hammock Way, Sarasota, Florida 34240.

ARTICLE IV - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the Corporation's registered office is Katherine L. Smith, P.A., 715 N. Washington Blvd., Suite B, Sarasota, FL 34236. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esquire.


ARTICLE V - OPERATING AGREEMENT

The 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

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any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of January 8, 2007.


Katherine L. Smith
Member or Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Sandphil, LLC.
2. The name and address of the registered agent and office is:

Katherine L. Smith, Esquire

Katherine L. Smith, P.A.

715 N. Washington Blvd., Suite B

Sarasota, FL 34236

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TALLAHASSEE, FLORIDA

Having been named 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 such capacity. I further agree that I am familiar with and accept the obligations as registered agent of the above-stated company as provided in Chapter 608 of the Florida Statutes.

Katherine L. Smith
(Signature)

January 8, 2007
(Date)