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Account Name : THE STRATEGIC COUNSEL, L.C.  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

TOPSIDE, LLC

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**ARTICLES OF ORGANIZATION  
OF  
TOPSIDE, LLC**

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

**ARTICLE I – NAME**

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

**ARTICLE II – ADDRESS**

The principal office and mailing address of the company is 4802 26<sup>th</sup> Street West, Suite A, Bradenton, Florida 34207.

**ARTICLE III – DURATION**

The company shall commence its existence on the 31<sup>st</sup> day of January 2007. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Thomas P. Whitaker, Jr., The Strategic Counsel, LC, 4802 26<sup>th</sup> Street West, Suite A, Bradenton, FL 34207.

**ARTICLE V – ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

**ARTICLE VII – MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the

members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are as follows:

1. Christine P. Whitaker, Member Manager, 303 24<sup>TH</sup> Street West, Bradenton, FL 34205.
2. John W. S. Pratt, Member Manager, 55 Knightwood Point, Ackworth, GA 30101.
3. Thomas P. Whitaker, Jr., Member, 303 24<sup>TH</sup> Street West, Bradenton, FL 34205.
4. Jane M. Pratt, Member, 55 Knightwood Point, Ackworth, GA 30101.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Tampa, Florida, on this 31<sup>ST</sup> day of January, 2007.

Christine P. Whitaker and POA, Thomas P. Whitaker Jr.  
Christine P. Whitaker, Member Manager

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Thomas P. Whitaker, Jr., hereby accept designation as Registered Agent on this 31<sup>ST</sup> day of January, 2007.

Thomas P. Whitaker Jr.  
Thomas P. Whitaker, Jr.

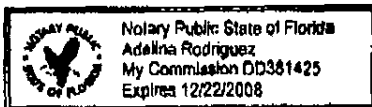
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BEFORE ME, ADELINA RODRIGUEZ, the undersigned authority, personally appeared Thomas P. Whitaker, Jr., known to me to be the person described in, and whose name is subscribed to the foregoing document, who stated to me on oath that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this 31<sup>ST</sup> day of January, 2007.

(Seal)



Adelina Rodriguez  
Notary Public-State of Florida  
Printed Name: Adelina Rodriguez  
My Commission Expires: 12-22-08