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Holland Knight

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Victoria Grand Acquisition, LLC

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Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION FOR  
VICTORIA GRAND ACQUISITION, LLC  
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: Victoria Grand Acquisition, LLC.

**ARTICLE II. ADDRESS**

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

730 Bonnie Brae Street  
Winter Park, Florida 32789

**ARTICLE III. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Thomas L. Cavanaugh  
730 Bonnie Brae Street  
Winter Park, FL 32789

**ARTICLE V. MANAGEMENT**


The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company.

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**ARTICLE VI. OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

  
\_\_\_\_\_  
Glenn A. Adams  
Authorized Representative of a Member

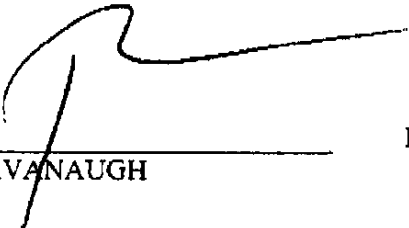
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE OF VICTORIA GRAND ACQUISITION, LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Victoria Grand Acquisition, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

- 1. The name of the Company is: Victoria Grand Acquisition, LLC.
- 2. The name of the registered agent and the address of the registered office are:

Name: Thomas L. Cavanaugh  
 Address: 730 Bonnie Brae Street  
 Winter Park, FL 32789

*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.*

  
 \_\_\_\_\_  
 THOMAS L. CAVANAUGH

Date: 2/9, 2007