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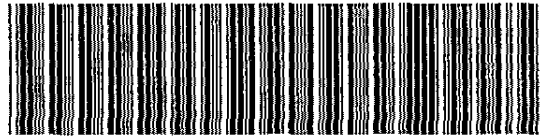
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

INTERVEST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

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E-MAIL dcohrs@cohrsllaw.com

February 26, 2007

VIA FEDERAL EXPRESS

Department Of State
Division Of Corporations
Corporate Filings
409 East Gains Street
Tallahassee, Florida 32399

RE: Articles of Organization of State of Mind Properties - B, LLC

Dear Madam/Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one filed stamp copy to this office. Also enclosed is this firm's check in the amount of \$125.00, the amount necessary to file the Articles of Organization.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Michelle Pradon
Paralegal

Enclosures

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
STATE OF MIND PROPERTIES - B, LLC

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is **State of Mind Properties - B, LLC**.

ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of this Limited Liability Company shall commence on the date on which these articles are filed with the Secretary of State, Division of Corporations, State of Florida, and it shall thereafter have perpetual existence.

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ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE

The principal place of business of this Limited Liability Company shall be:

**13694 Roosevelt Boulevard
Clearwater, Florida 33762**

and such other place or places as the members may from time to time determine.

ARTICLE IV
REGISTERED AGENT

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**Denis A. Cohrs
2575 Ulmerton Road, Suite 210
Clearwater, Florida 33762**

ARTICLE V

REGULATIONS

The Members of this Limited Liability Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Limited Liability Company as decided by majority vote. Such Regulations may be contained in and be part of an Operating Agreement and designated as such.

ARTICLE VI

MANAGEMENT OF BUSINESS

The management of the Limited Liability Company shall be vested in a manager or managers and the limited liability company shall be a manager-managed company. The manager shall be appointed by unanimous vote of the members. The initial managers of the Limited Liability Company are **Robert J. McCarthy and Tina M. Pryor**.

ARTICLE VII

OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE VIII

TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company.

ARTICLE IX


ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

ARTICLE X
AMENDMENTS

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State.

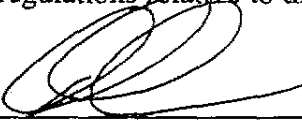
IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 26th day of February, 2007.



Denis A. Cohrs, authorized agent

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Denis A. Cohrs

Date: February 26th, 2007

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