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**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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May 1, 2007

**VIA FEDERAL EXPRESS**

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

**RE: Articles of Organization of Ice Plus Charlie, 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 in the postage paid return envelope provided. 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,



Tammaree J. Reeves  
Legal Assistant

tjr  
Encls.

**ARTICLES OF ORGANIZATION**  
**OF**  
**ICE PLUS CHARLIE, L.L.C.**

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 **ICE PLUS CHARLIE, L.L.C.**

**ARTICLE II**  
**COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on the date of the filing of these Articles of Organization, and it shall continue in full force and effect until dissolution pursuant to this Operating Agreement as provided in Article X of the Articles of Organization or the Regulations of this Operating Agreement or by operation of law.

**ARTICLE III**  
**MAILING ADDRESS AND PRINCIPAL OFFICE**

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

**2502 North Rocky Point Drive, Suite 660**  
**Tampa, Florida 33607**

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

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**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 conduct and management of this Limited Liability Company, pursuant to specific rules regarding the rights and duties of the Members as enumerated in the Operating Agreement of this Limited Liability Company, shall be vested in a Manager appointed by the Members. The initial Manager of this Limited Liability Company shall be **Kenneth A. Gordon**.

**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 written consent of a majority of the 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.

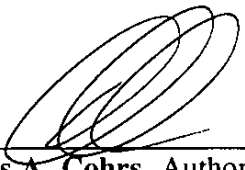
**ARTICLE IX**  
**ADMISSION OF NEW MEMBERS**

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

**ARTICLE X**  
**AMENDMENTS**

These Articles may be amended from time to time by the agreement of a majority of the Members, and the amendments shall be filed 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 15<sup>th</sup> day of May, 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: May 1<sup>st</sup>, 2007