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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Brightmore, L.L.C.

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James V. Walker

FAX TRANSMITTAL COVER SHEET

TO: Division of Corporations

DATE: Tuesday, June 05, 2007

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FROM: Laurie Green

RE:

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**ARTICLES OF ORGANIZATION
OF
BRIGHTMORE, L.L.C.**

The undersigned member, 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 **BRIGHTMORE, L.L.C.** ("Company").

ARTICLE II – ADDRESS

The mailing address of the Company shall be Post Office Box 676, Ponte Vedra Beach, Florida 32004-0676, and the street address of the principal office shall be 228 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082.

ARTICLE III – DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided by law.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is **JAMES V. WALKER**, whose physical address is 228 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, and whose mailing address is P.O. Box 676, Ponte Vedra Beach, Florida 32082.

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement adopted by the members for the management of the business and affairs of the Company (the "Operating Agreement"), (i) no additional members shall be admitted to the Company without 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, and/or (ii) when a member lawfully transfers his or her interest in the Company the transferee thereof shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VI – MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement. The Operating Agreement 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 name and address of the initial manager of the Company is **PEAKS MANAGEMENT, L.L.C.**

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 5th day of June, 2007.

Michael P. Peaks

MICHAEL P. PEAKS
Its: Member and Manager

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing Articles of Organization were acknowledged before me this 5th day of June, 2007, by **MICHAEL P. PEAKS**, [] who is personally known to me or [X] who has produced FLORIDA D.L. as identification, and who acknowledged that he signed such instrument of his own free will.

Laurie A. Green

Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **BRIGHTMORE, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

James V. Walker

James V. Walker, Registered Agent

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