

THE BROOKS GROUP, INC.

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Florida Department of State
Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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W07-34689

FLORIDA/FOREIGN LIMITED LIABILITY CO.

the brookes group, llc

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July 19, 2007

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Division of Corporations

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Leslie Sellers
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P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - NAME

The name of the Limited Liability Company is:

THE BARTLETT GROUP, LLC

ARTICLE II - ADDRESS

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

4106 18th Street
Vero Beach, FL 32960

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial Registered Agent are:

WILLIAM N. KIRK, ESQUIRE
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Article of these Articles of Organization, I hereby accept the designation 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 of the Florida Statutes.



WILLIAM N. KIRK
Registered Agent

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ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member.

The initial Manager of the Limited Liability Company shall be **KERRY A. BARTLETT**, and shall serve as such until such Manager resigns, is removed, or can no longer serve for any reason as provided in the Operating Agreement for this Limited Liability Company.

ARTICLE V - GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified, in writing, from time to time.

ARTICLE VI - EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, the undersigned, an authorized representative of a member of the Limited Liability Company, has affixed his signature this 20th day of July, 2007.


 WILLIAM N. KIRK

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