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TALLAHASSEE, FLORIDA

BRUCE R. ABERNETHY, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

500 VIRGINIA AVENUE, SUITE 202
FORT PIERCE, FLORIDA 34982-5910

TELEPHONE (772) 489-4901

FAX (772) 489-4902

July 20, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Fender Realty Holdings, LLC

Dear Sir/Madam:

Enclosed for filing you will find the following:

1. Articles of Organization of Fender Realty Holdings, LLC.

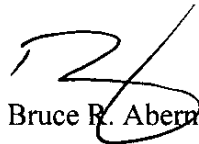
Please file the Articles of Organization and return proof of filing, as well as a Certified Copy of Record, to the undersigned at your earliest convenience.

Our check in the amount of \$155.00 made payable to the Florida Division of Corporations is enclosed to cover the required fees (\$100.00 for filing Articles of Organization, \$25.00 for Registered Agent Designation, and \$30.00 for Certified Copy of Record).

If you have any questions or if additional information is required, please do not hesitate to call.

Thank you in advance for your cooperation and assistance.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/pls
Enclosures

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Articles of Organization

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of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fender Realty Holdings, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I
Name

The name of the limited liability company is: **Fender Realty Holdings, LLC.**

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership that Fender Realty Holdings, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units. Each unit of equity ownership may be hereafter referred to as a "Membership Unit".

Section B. First Lien. The Company shall have a first lien upon the Membership Units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Membership Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any Membership Unit or Units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such Membership Unit or Units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Membership Units. Without regard to any other power to purchase Membership Units of the Company as permitted by law, the Company may purchase

outstanding Membership Units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Membership Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of such Member's Membership Units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such Membership Units.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Company is: **500 Virginia Avenue, Suite 202, Fort Pierce, Florida 34982**, and the name of its initial Registered Agent at such address is: **Bruce R. Abernethy, Jr.**

Article V **Principal Office**

The mailing address and street address of the principal office of the Company is: **8801 S. Indian River Dr., Ft. Pierce, Florida 34982.**

Article VI **Organizer**

The name and address of the organizer are:

Bruce R. Abernethy, Jr.
500 Virginia Avenue, Suite 202
Fort Pierce, Florida 34982

The organizer is a natural person over the age of twenty one years.

Article VII **Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

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Article VIII
Management

The Company is to be managed by a Manager or Managers. One or more Manager of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall each serve as such until her successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Sarah E. Fender 8801 S. Indian River Dr. Fort Pierce, Florida 34982

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

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Article X

Copies

Copies of the Operating Agreement of Fender Realty Holdings, LLC may be obtained from Bruce R. Abernethy, Jr. via a written request mailed to 500 Virginia Avenue, Suite 202, Fort Pierce, Florida 34982.

Article XI

Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

Article XII

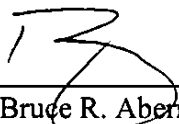
Amendment of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Member or authorized representative of Member.

Dated July 20, 2007.




Bruce R. Abernethy, Jr.
Organizer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Bruce R. Abernethy, Jr.
Registered Agent

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) SS.

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Barbara L. Sand
Notary Public in and for said State



PAMELA L. SAUL
Commission DD 627930
Expires March 23, 2011
Bonded Thru Troy Fain Insurance 800-365-7019

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