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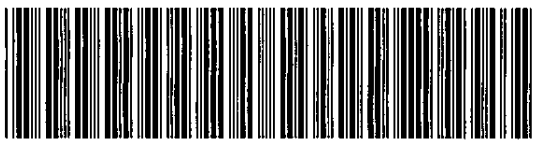
(Business Entity Name)

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DIVISION OF CORPORATIONS
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SAUNDRA DURRENCE

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October 12, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ludington Holdings, LLC

Gentlemen:

Pursuant to Florida Statute 608 of the Florida Limited Liability Company Act, please find enclosed an original and one copy of the Articles of Organization of LUDINGTON HOLDINGS, LLC, and check in the amount of \$155.00, representing payment of the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,


Sandra Durrence

SD:rg

Encs.

ARTICLES OF ORGANIZATION

OF

LUDINGTON HOLDINGS, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: LUDINGTON HOLDINGS, LLC.

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The address of the principal office and the mailing address of this company shall be:

PRINCIPAL OFFICE:

13635 NW 70th Street
Morrison, FL 32668

MAILING ADDRESS:

13635 NW 70th Street
Morrison, FL 32668

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V
MANAGEMENT

The name and address of the Managing Member is as follows:

Managing Member

Kimberly Ludington Pezza
13635 NW 70th Street
Morrison, FL 32668

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

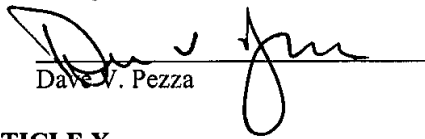
ARTICLE VIII
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 13635 NW 70th Street, Morriston, FL 32668, and the name of its initial registered agent is DAVE V. PEZZA. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment 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, F.S.

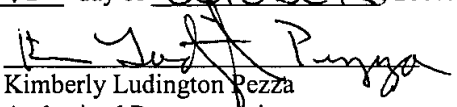


Dave V. Pezza

ARTICLE X
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of LUDINGTON HOLDINGS, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 12 day of OCTOBER, 2007.



Kimberly Ludington Pezza
Authorized Representative