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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MIDDLE EARTH GROUP, LLC

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**ARTICLES OF ORGANIZATION
OF
MIDDLE EARTH GROUP, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is **MIDDLE EARTH GROUP, LLC**.

**ARTICLE II
ADDRESS**

The Company's street address of its principal place of business in Florida is 700 South Myrick Street, Pensacola, Florida 32505, and its mailing address is 700 South Myrick Street, Pensacola, Florida 32505, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Member(s).

**ARTICLE III
MANAGEMENT**

The Company shall be managed by one or more managers chosen by the Company's Member(s).

**ARTICLE IV
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 in these Articles of Organization.

**ARTICLE V
ADMISSION OF NEW MEMBER(S)**

No additional Member(s) shall be admitted to the company except with the unanimous written consent of all the Member(s) of the company and on such terms and conditions as shall be determined by all the Member(s). A member may transfer his or her or its interest in the company as set forth in the operating agreement of the

Gerald L. Brown
Immanuel, Sheppard & Condon
30 South Spring Street
Pensacola, Florida 32502
(850)433-6581

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company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other Member(s) of the company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the operating agreement of the Company shall be vested in the Member(s) unless vested in the manager of the Company by any amendments of the Articles of Organization. Any operating agreement adopted by the Member(s) or by the manager may be repealed or altered, new operating agreements may be adopted by the Member(s), and the Member(s) may prescribe in any operating agreement made by them that such operating agreement may not be altered, amended or repealed by the manager.

ARTICLE VII AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Member(s) of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE VIII REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent and registered office of the company are: Donald Charles Long, Jr., 700 South Myrick Street, Pensacola, Florida 32505.

The undersigned, being an Authorized Representative of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: December 4, 2007


Donald Charles Long, Jr.
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is **MIDDLE EARTH GROUP, LLC.**
2. The name and street address of the registered agent and registered office are: Donald Charles Long, Jr., 700 South Myrick Street, Pensacola, Florida 32505.

MIDDLE EARTH GROUP, LLC

By: Donald C. Long Jr.
Donald Charles Long, Jr.
Its: Authorized Representative

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.

Dated: December 4, 2007.

Donald C. Long Jr.
Donald Charles Long Jr.
Registered Agent

Our File No.: 04375-117850

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