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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DiPlacido & Goldberg, P.L.

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Articles of Organization

of

DiPlacido & Goldberg, P.L.

A Florida Professional Limited Liability Company

1. **Name.** The name of this limited liability company is DiPlacido & Goldberg, P.L. (the "Company"), and it shall be formed as a Florida professional limited liability company under Chapter 608, Florida Statutes and Chapter 621, Florida Statutes, to engage only in the practice of law.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the sole purpose of engaging in the practice of law; and, notwithstanding any other provision hereof, each member of the Company shall be authorized and in good standing to practice law in the State of Florida.

4. **Place of Business.** The mailing address and street address of the Company's principal office is 1625 Hendry Street, Suite 103, Fort Myers, Florida 33901.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Kevin A. Kyle. The street address of the initial registered agent of the Company is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

6. **Management of the Company.** The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. Frank P. DiPlacido, III and David M. Goldberg shall be the initial managers of the Company.

7. **Initial Members and Additional Members.** The initial members of the Company are Law Office of Frank P. DiPlacido, III, P.L. and David M. Goldberg PA. Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought; provided, however, that any additional member shall be authorized and in good standing to practice law in the State of Florida.

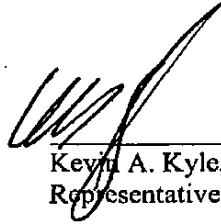
8. **Operating Agreement.** The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

11. Transfer of Interest. Except as otherwise provided in an Operating Agreement adopted for the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership. Notwithstanding any other provision hereof, any transferee must be authorized and in good standing to practice law in the State of Florida.


WHEREUPON, at Fort Myers, Florida, the undersigned has caused these Articles of Organization to be executed this 11th day of December 2007.



Kevin A. Kyle, Authorized
Representative

Acceptance by Registered Agent

Having been named Registered Agent and designated to accept service of process for DiPlacido & Goldberg, P.L., the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Kevin A. Kyle
Registered Agent

Dated: December 11, 2007