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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727) 442-1200
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TALLAHASSEE FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WHISPER LAKE CAPITAL, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **WHISPER LAKE CAPITAL, L.L.C.**

ARTICLE II - Address:

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

1245 Court Street, Suite 102
Clearwater, FL 33756

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ARTICLE III - Management:

The Company shall be managed exclusively by its Manager or Managers and for all purposes the Manager or Managers of the Company shall have all rights and authorities permitted under Florida law to be accorded to the General Partner of a Florida Limited Partnership, subject to a fiduciary duty to deal with the Company and its Member or Members in good faith and in an appropriate manner based upon the same standards which apply to the General Partner of a Florida Limited Partnership. The initial Manager of the Company shall be DONALD L. HILE. Further, the Managers acting at any given time by unanimous vote thereof shall have the right to designate successor Managers and to determine the procedure for determining who or what entity or entities shall become successor Managers.

Any successor Manager or Managers shall have the same rights and powers, subject to the same standards, as are described above. Any Manager or Managers acting from time to time may, by unanimous consent of all Managers, designate a successor Manager or Managers, and determine the procedure for determining who or what entity will become a successor Manager of the Company unless otherwise set forth under an Operating Agreement executed by the then-serving Manager or all then-serving Managers, as applicable, and all Members as of the date of execution of such Operating Agreement. The Member or Members of the Company shall have only such voting and management rights as are required pursuant to the laws of the State of Florida. No Manager shall be considered a Manager or Owner of the Company by reason of being the Manager, except to the extent that such Manager also receives a Member interest by appropriate issuance or transfer.

ARTICLE IV - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written

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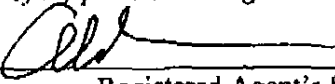
operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Alan S. Gassman, Esq.
Name
1245 Court Street, Suite 102
Florida street address (P.O. Box NOT acceptable)
Clearwater, FL 33756
City, State, and Zip

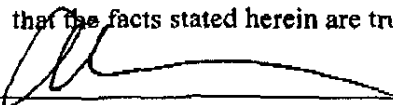
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



ALAN S. GASSMAN

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Alan S. Gassman, Esquire
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(727) 442-1200
Florida Bar #: 371750
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