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PERRY STREET CAPITAL, LLC

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**ARTICLES OF ORGANIZATION
OF
PERRY STREET CAPITAL, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act (the "Act"), hereby adopts the following Articles of Organization.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is PERRY STREET CAPITAL, LLC, and its principal office and mailing address is 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701.

ARTICLE 2: DURATION

The duration of the Company is perpetual.

ARTICLE 3: PURPOSE

This Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701 and the name of the initial registered agent is Robert Kapusta, Jr.

ARTICLE 5: MANAGEMENT: INITIAL MEMBERS

The management of the Company shall be vested in the managers of the Company, as from time to time elected by the members of the Company who may, but need not, be a member. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the initial co-managers are:

<u>NAME</u>	<u>ADDRESS</u>
Jeremy H. Canada	200 Brookmeade Drive, Rhinebeck, NY 12572-2317
Sophie I. Bakalar	200 Brookmeade Drive, Rhinebeck, NY 12572-2317

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
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ARTICLE 6: LIMITATION OF AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Act, no member of the Company shall be an agent of the company solely by virtue of being a member.

ARTICLE 7: ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

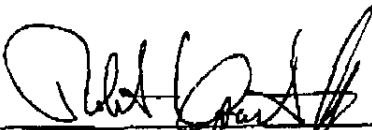
ARTICLE 8: OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(24) of the Act) relating to the Company must be in writing and signed by all of the members. The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the members of the Company.

ARTICLE 9: TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26 day of March, 2008.


Robert Kapusta, Jr. as Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of PERRY STREET CAPITAL, LLC, set forth above, 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.

Dated this 26th day of MARCH, 2008.


Robert Kapusta, Jr., Registered Agent