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Fax Number : (850) 617-6383

From:  
Account Name : TODD WATSON, ATTORNEY AT LAW  
Account Number : I19990000260  
Phone : (904) 739-9747  
Fax Number : (904) 739-9748

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Redfern's N.C. Properties, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
REDFERN'S N.C. PROPERTIES, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

**ARTICLE 1.0**

The name of the Limited Liability Company shall be Redfern's N.C. Properties, LLC.

**ARTICLE 2.0**

The period of its duration may not exceed 40 years from the date of filing with the Department of State.

**ARTICLE 3.0**

The primary purpose for which the Limited Liability Company is organized is to own and manage real property for long term investment purposes. The company may also engage in any legal business or investment activity as the Managers may from time to time determine.

**ARTICLE 4.0**

The location of the principal office and mailing address of the Limited Liability Company shall be 1126 Fruit Cove Road, Jacksonville, FL 32259.

**ARTICLE 5.0**

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

**ARTICLE 6.0**

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may continue the business on 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 Limited Liability Company.

**ARTICLE 7.0**

The Limited Liability Company shall be managed by its Member or Members and the name  
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and address of the initial managing Members are as follows:

Robert Earle Redfern or Nancy Lammert Redfern,  
as Trustees of the Redfern Trust Agreement  
dated May 7, 2008  
1126 Fruit Cove Road  
Jacksonville, Florida 32259

**ARTICLE 8.0**

A Member may withdraw its interest in the Company and receive a Distribution of its interest in the company only upon the affirmative unanimous vote of the Members of the Company, with each member voting in accordance with the percentage of Company interest owned by the Member and the affirmative unanimous vote of the Managers of the Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Company, as provided in this Article.

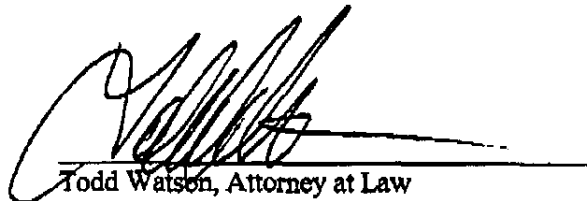
**ARTICLE 9.0**

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Managing Member from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

**EXECUTION**

Under penalties of perjury, the undersigned, Robert Earle Redfern and Nancy Lammert Redfern, as Trustees of the Redfern Trust Agreement dated May 7, 2008, constituting the sole Member of the Company, having been duly authorized, declare that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 7th day of May, 2008.

  
Todd Watson, Attorney at Law

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Redfern's N.C. Properties, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.

  
Registered Agent

Dated: May 7, 2008

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