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(City/State/Zip/Phone #)

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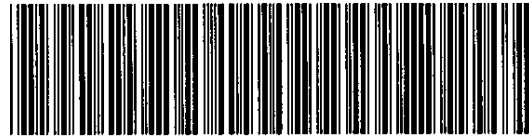
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EXAMINER

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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Writer's Direct Line: (850) 425-5457

July 30, 2008

FILED
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TALLAHASSEE, FLORIDA
CLERK OF STATE

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Northwest Passage, LLC**

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Organization for **Northwest Passage, LLC**, a limited liability company. These Articles include Registered Agent and Registered Office designation for this company. Also enclosed is our check in the amount of:

<input type="checkbox"/> \$125.00	<input type="checkbox"/> \$130.00	<input checked="" type="checkbox"/> \$155.00	<input type="checkbox"/> \$160.00
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy (additional copy enclosed)	Filing Fee, Certified Copy & Certificate of Status (additional copy enclosed)

Please do not hesitate to call me at (850) 425-5457 if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters
Paralegal

/dmw

Enclosures

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019362.80451

**ARTICLES OF ORGANIZATION
OF
NORTHWEST PASSAGE, LLC**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

**ARTICLE 1.
Name**

The name of the Limited Liability Company is **Northwest Passage, LLC.**

**ARTICLE 2.
Address**

The street and mailing address of the place of business in Florida is:

250 John Knox Road, Suite 6
Tallahassee, FL 32303-4234

**ARTICLE 3.
Registered Agent and Registered Office**

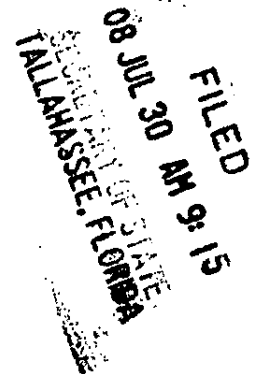
The name and Florida street address of the initial registered agent in Florida for the Limited Liability Company are:

Robert A. Pierce
227 South Calhoun Street
Tallahassee, FL 32301-1805

Having been named as registered agent and as the person to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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, Florida Statutes.



Robert A. Pierce, Registered Agent



**ARTICLE 4.
Management**

The Limited Liability Company shall be managed by Managers. The name and address of each Manager are as follows:

J. Everitt Drew, MGR

250 John Knox Road, Suite 6
Tallahassee, FL 32303-4234

Mitchell N. Drew, Jr., MGR

250 John Knox Road, Suite 6
Tallahassee, FL 32303-4234

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of July, 2008.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

SOUTHGROUP EQUITIES, INC.

By: _____

J. Everitt Drew
Its President

And by: _____

Mitchell N. Drew, Jr.
Its Secretary