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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MANAGEMENT GROWTH ASSOCIATES, LLC

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ARTICLES OF ORGANIZATION OF MANAGEMENT GROWTH ASSOCIATES, LLC

The undersigned Members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act.

**ARTICLE I
NAME OF COMPANY**

The name of the professional limited liability company is Management Growth Associates, (the "Company").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is 3750 Coastal Highway, St. Augustine, Florida 32084. The name and address of the Company's initial registered agent in the State of Florida is W. Joel Herron, 3750 Coastal Highway, St. Augustine, Florida 32084.

**ARTICLE III
LLC INTERESTS**

The total number of all classes of LLC interests which the Company shall have the authority to issue is forty million (40,000,000), divided as follows:

(A). **Common LLC Interests.** The class of thirty million (30,000,000) common LLC interests shall be divided into twenty million (20,000,000) voting common LLC interests and ten million (10,000,000) non-voting common LLC interests. All common LLC interests shall include the following preferences, rights, qualifications, limitations, and restrictions:

(1). Subject to any prior rights to receive a Priority Return, as defined below, to which the holders of any series of the preferred LLC interests may be entitled, the holders of common LLC interests shall be entitled to receive distributions, if and when declared payable from time to time by the managers, from funds legally available for payment of the same, pro rata with all Members, in proportion to the total number of all of their LLC interests, as compared to all authorized and issued LLC interests.

(2). In the event of any dissolution, liquidation or winding up of this limited liability company, whether voluntary or involuntary, after there shall have been paid to the holders of preferred LLC interests the full amounts to which they shall be entitled, the holders of the then outstanding common LLC interests shall be entitled to receive, pro rata to all Members, in proportion

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to the total number of all of their LLC interests, as compared to all authorized and issued LLC interests, any remaining assets of the Company available for distribution to its members. The managers may distribute in kind to the holders of the LLC interests such remaining assets of this Company pro rata to all Members, in proportion to the total number of all of their LLC interests, as compared to all authorized and issued LLC interests or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other LLC, corporation, trust or entity and receive payment in cash, stock or obligations of such other LLC, corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the common LLC interests pro rata with all Members, in proportion to the total number of all of their LLC interests, as compared to all authorized and issued LLC interests. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this Company (unless in connection with that event the dissolution, liquidation or winding up of this Company is specifically approved), or the merger or consolidation of this Company into or with any other Company, or the merger of any other LLC into it, or any purchase or redemption of LLC interests of this Company of any class, shall not be deemed to be a dissolution, liquidation or winding up of this Company for the purpose of this Subparagraph (2).

(3). Such numbers of common LLC interests as may from time to time be required for such purpose shall be reserved for issuance (a) upon conversion of any preferred LLC interests or any obligation of this Company convertible into common LLC interests and (b) upon exercise of any options or warrants to purchase common LLC interests.

Except as provided by law or these Articles of Organization with respect to voting by class or series, each outstanding voting common LLC interest of this Company shall entitle the holder of that LLC interest to one (1) vote on each matter submitted to a vote at a meeting of members. Except as provided by law or these Articles of Organization with respect to voting by class or series, no non-voting common LLC interest of this Company shall entitle the holder of that LLC interest to a vote on any matter submitted to a vote at a meeting of members.

(B). **Series A Preferred LLC Interests.** The class of three million (3,000,000) Series A Preferred LLC interests shall have the following powers, designations, preferences and other special rights:

(1). **Priority Return Provisions.** The holders of the Series A LLC interests shall be entitled to receive an annual, cumulative, non-compounded return at the rate of eight percent (8%) of the purchase price paid for said Series A Preferred LLC interests as and when declared by the managers from the profits of this Company (after setting aside appropriate cash reserves) out of any assets legally available therefor (referred to as the "Priority Return"). No distribution will be paid on the common LLC interests until such time as all accumulated Priority Return payable to holders of Series A Preferred LLC interests have been paid.

(2). **Conversion.** The holders of the Series A Preferred LLC interests shall have conversion rights as follows (the "Conversion Rights"):

(a). **Right to Convert.** Each Series A Preferred LLC interest shall be convertible at the option of the holder thereof, at any time after the date of issuance of such LLC interest at the office of the Company or any transfer agent for such LLC interest, into one (1) fully paid and nonassessable non-voting common LLC interest.

(b). **Automatic Conversion.** All of the Series A Preferred LLC interests shall

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automatically be converted into non-voting common LLC interests immediately upon the consummation by the Company of a firm commitment underwritten offering of common LLC interests to the general public.

(c). **Mechanics of Conversion.** Before any holder of Series A Preferred LLC interests shall be entitled to convert the same into non-voting common LLC interests, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred LLC interests, and shall give written notice to the Company at its principal office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for non-voting common LLC interests are to be issued. The Company shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred LLC interests, or to the nominee or nominees of such holder, a certificate or certificates for the number of non-voting common LLC interests to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Series A Preferred LLC interests to be converted, and the person or persons entitled to receive the non-voting common LLC interests issuable upon such conversion shall be treated for all purposes as the record holder or holders of such non-voting common LLC interests as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering Series A Preferred LLC interests for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the non-voting common LLC interests upon conversion of the Series A Preferred LLC interests shall not be deemed to have converted such Series A Preferred LLC interests until immediately prior to the closing of such sale of securities.

(d). **Other Distributions.** In the event the Company declares a distribution payable in securities of other companies, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights, then, in each such case for the purpose of this Subparagraph (d), the holders of the Series A Preferred LLC interests shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of non-voting common LLC interests of the Company into which their Series A Preferred LLC interests are convertible as of the record date fixed for the determination of the holders of common LLC interests of the Company entitled to receive such distribution.

(e). **Recapitalizations.** If at any time or from time to time there shall be a recapitalization of the common LLC interests, provision shall be made so that the holders of the Series A Preferred LLC interests shall thereafter be entitled to receive upon conversion of the Series A Preferred LLC interests the number of LLC interests or other securities or property of the Company or otherwise, to which a holder of non-voting common LLC interests deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Paragraph (B) with respect to the rights of the holders of the Series A Preferred LLC interests after the recapitalization to the end that the provisions of this Paragraph (B) shall be applicable after that event as nearly equivalent as may be practicable.

(f). **No Impairment.** The Company will not, by amendment of its Articles of Organization or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph (B) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of

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the holders of the Series A Preferred LLC interests against impairment.

(g). **No Fractional LLC Interests and Certificate as to Adjustments.** No fractional LLC interests shall be issued upon the conversion of any LLC interest or interests of the Series A Preferred LLC interests, and the number of non-voting common LLC interests to be issued shall be rounded to the nearest whole LLC interest. Whether or not fractional LLC interests are issuable upon such conversion shall be determined on the basis of the total number of Series A Preferred LLC interests the holder is at the time converting into non-voting common LLC interests and the number of non-voting common LLC interests issuable upon such aggregate conversion.

(h). **Notices of Record Date.** In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any Priority Return or other distribution, any right to subscribe for, purchase or otherwise acquire any class of LLC interest or any other securities or property, or to receive any other right, the Company shall mail to each holder of Series A Preferred LLC interests, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such Priority Return, distribution or right, and the amount and character of such Priority Return, distribution or right.

(i). **Reservation of LLC Interests Issuable Upon Conversion.** The Company shall at all times reserve and keep available out of its authorized but unissued non-voting common LLC interests, solely for the purpose of effecting the conversion of the Series A Preferred LLC interests, such number of its non-voting common LLC interests as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred LLC interests; and if at any time the number of authorized but unissued non-voting common LLC interests shall not be sufficient to effect the conversion of all then outstanding Series A Preferred LLC interests, in addition to such other remedies as shall be available to the holder of such Preferred LLC Interests, the Company will take such action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued non-voting common LLC interests to such number of LLC interests as shall be sufficient for such purposes.

(j). **Notices.** Any notice required by the provisions of this Paragraph (B) to be given to the holders of Series A Preferred LLC interests shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

(3). **Protective Provisions.** The Company shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding Series A Preferred LLC interests:

(a). alter or change the rights, preferences or privileges of the particular class of Series A Preferred LLC interests so as to affect adversely the LLC interests;

(b). increase or decrease (other than by conversion) the total number of authorized Series A Preferred LLC interests; or

(c). authorize or issue, or obligate itself to issue, any other equity security (including any other security convertible into or exercisable for any equity security) having a preference over the Series A Preferred LLC interests with respect to dividends or upon liquidation or, unless the holders of the Series A Preferred LLC interests are accorded rights on the same terms, grant more favorable anti-dilution provisions than those contained in Paragraph (B), more favorable protective provisions than those contained in this Subparagraph (3) or more favorable redemption rights than those contained in

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these Articles.

(4). **Status of Converted LLC Interests.** In the event any Series A Preferred LLC interest shall be converted pursuant to Paragraph (B)(2) hereof, the LLC interest so converted shall be canceled and shall not be issuable by the Company.

(C). **Additional Preferred LLC Interests.** The managers are expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of seven million (7,000,000) preferred LLC interests in one or more series, to fix the number of LLC interests in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such preferred LLC interests.

The authority of the managers with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred LLC interests:

(1). The number of LLC interests constituting the series and the distinctive designation of the series;

(2). The rate of the Priority Return for of the series, the conditions and dates upon which the Priority Return shall be payable, the extent, if any, to which the Priority Return shall be cumulative, and the relative rights of preference, if any, of payment of the Priority Return;

(3). Whether or not the LLC interests of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per LLC interest payable on redemption of such LLC interests, which amount may, but need not, vary according to the time and circumstances of such redemption;

(4). The amount payable in respect of the LLC interests of the series, in the event of any liquidation, dissolution or winding up of this Company, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(5). Any requirement as to a sinking fund for the LLC interests of the series, or any requirement as to the redemption, purchase or other retirement by this Company of the LLC interests of the series;

(6). The right, if any, to exchange or convert LLC interests of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(7). The voting rights, if any, to which the holders of LLC interests of the series shall be entitled in addition to the voting rights provided by law; and

(8). Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the managers pursuant to this Article.

The number of authorized preferred LLC interests may be increased or decreased by affirmative vote of the holders of a majority of the common voting LLC interests of this Company entitled to vote at a meeting of members. No holder of preferred LLC interests of this Company shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any class or series of LLC interests, nor to any security convertible into such LLC interest, have any right to vote on such matter.

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**ARTICLE IV
MANAGEMENT OF COMPANY**

The Company will be managed by two (2) managers in accordance with the Company's regulations. The Managers' business address is 3750 Coastal Highway, St. Augustine, Florida 32084. The two (2) initial managers are W. Joel Herron and Bruce Raymos.

**ARTICLE V
PURPOSE OF COMPANY**

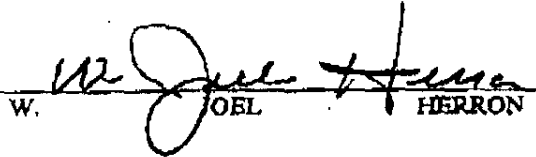
The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

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IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES
OF ORGANIZATION ON THIS 5 DAY OF August 2008.


W. JOEL HERRON

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR MANAGEMENT GROWTH ASSOCIATES, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional limited liability company is: MANAGEMENT GROWTH ASSOCIATES, LLC.
2. The name and address of the registered agent and office is: W. Joel Herron, 3750 Coastal Highway, St. Augustine, Florida 32084.

I 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.


W. Joel Herron, Registered Agent

Date: 8/5/08

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