

09/02/2008 16:37 FAX

Division of Corporations

GUNSTER YOAKLEY

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Tortoise Partners, LLC

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EXAMINER

**ARTICLES OF ORGANIZATION
FOR
TORTOISE PARTNERS, LLC
(A Florida Limited Liability Company)**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the Limited Liability Company is Tortoise Partners, LLC (the "Company").

ARTICLE II - Duration:

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE III - Address:

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

70 Tortoise Way
Vero Beach, Florida 32963

ARTICLE IV - Nature of Business:

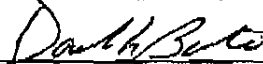
This Company is organized for the purpose of transacting any or all lawful business.

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

GY Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

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, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY CORPORATE SERVICES, INC.


By: David G. Bates, Vice President

ARTICLE VI - Membership Certificates:

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

Dated: September 2, 2008

REQUIRED SIGNATURE:


Adi Rappoport, Authorized Representative

(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.)

WPB 1001175.1

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