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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : DANIEL HICKS, P.A.
Account Number : 075061003325
Phone : (352) 351-3353
Fax Number : (352) 351-8054

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SOUTH PINE ASSOCIATES, LLC

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ARTICLES OF ORGANIZATION
OF
SOUTH PINE ASSOCIATES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME AND ADDRESS

The name of the limited liability company shall be SOUTH PINE ASSOCIATES, LLC ("Company"). The principal place of business of the Company in Florida shall be 5111 South Pine Avenue, Suite O, Ocala, Florida 34474.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or the laws of the State of Florida.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Daniel Hicks, P.A., 421 South Pine Avenue, Ocala, Florida 34474.

ARTICLE V
MANAGEMENT (MANAGEMENT BY MANAGER)

The Company shall be managed by a Manager or Managers in accordance with regulations adopted by the Member for the management of the business and affairs of the

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Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company shall initially have two (2) Managers. Any Manager may sign any and all documents on behalf of the Company, including but not limited to documents to sell and convey, to borrow money and to grant a security interest in assets of the Company. Managers may also have an officer designation. The names and addresses of the initial Managers of the Company are:

<u>NAME</u>	<u>DESIGNATION</u>	<u>ADDRESS</u>
Michael D. Paglia	Manager	5111 South Pine Avenue Suite O Ocala, Florida 34474
John A. Paglia	Manager	5111 South Pine Avenue Suite O Ocala, Florida 34474

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 18th day of November, 2008.

IMG HOLDING, LLC, a Florida Limited Liability Company

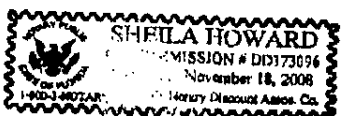
By: 

Michael D. Paglia, as Manager

STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, MICHAEL D. PAGLIA, as MANAGER of IMG HOLDING, LLC, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced _____ as identification.

WITNESS my hand and official seal this 18th day of November, 2008




Notary Public - State of Florida



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SOUTH PINE ASSOCIATES, LLC, Daniel Hicks, P.A. accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes, Section 608.415 and is herewith simultaneously designated as registered agent.

Dated this 18th day of November, 2008.

DANIEL HICKS, P.A.

By: 

Daniel Hicks, as President

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