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To:

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Fax Number : (850) 617-6383

From:

Account Name : NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.  
Account Number : I20010000202  
Phone : (941) 954-4691  
Fax Number : (941) 954-2128

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CDM & TDM HOLDINGS, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CDM & TDM HOLDINGS, LLC**

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The undersigned person, acting as the organizer of CDM & TDM HOLDINGS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company is:

**CDM & TDM HOLDINGS, LLC**

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company's business and purpose shall consist solely of the following:

(i) to engage solely in the ownership and management of the property and assets of the company described on Exhibit "A" of the company's Operating Agreement dated January 28, 2009; and

(ii) to engage in such other lawful activities permitted to limited liability companies by the applicable laws and statutes for such entities of the State of Florida as are incidental, necessary or appropriate to the foregoing.

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**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is John M. Compton.

**ARTICLE V - PLACE OF BUSINESS**

The mailing address and the street address of the principal office of the company is 1311 Tangier Way, Sarasota, FL 34239.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the then-existing members and upon such terms and conditions as shall be set forth in its operating agreement.

**ARTICLE VII - MANAGEMENT BY MANAGER**

The company shall be managed by one or more Managers upon such terms and conditions as shall be set forth in its operating agreement.

**ARTICLE VIII - OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the rules and regulations of the company is vested exclusively in the members of the company.

**ARTICLE IX - ORGANIZER**

The name and street address of the organizer executing these Articles of Organization is:

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John M. Compton  
1819 Main Street, Suite 610  
Sarasota, FL 34236

ARTICLE X - TERMINATION OF MEMBERSHIP INTEREST

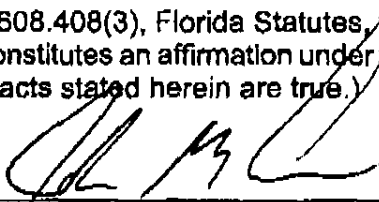
The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: January 28, 2009

(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.)

  
\_\_\_\_\_  
John M. Compton, authorized  
representative of Member

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**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That CDM & TDM HOLDINGS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, FL 34236, has named John M. Compton as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for CDM & TDM HOLDINGS, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: January 28, 2009  
\_\_\_\_\_  
John M. ComptonFILED  
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