

Division of Corporations

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Phone : (239) 649-6200
Fax Number : (239) 261-3659**FILED**
09 MAY 21 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****Fischler Direct LLC**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
FISCHLER DIRECT LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 (the "Act"), hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Fischler Direct LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 957 Wittman Drive, Fort Myers, Florida 33919.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent of the Company in the State of Florida is R&A Agents, Inc., an Ohio corporation authorized to transact business in Florida ("R&A"), and the street address of R&A is Trianon Centre, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- INITIAL MEMBERS

The initial member of the Company is:

<u>Name</u>	<u>Address</u>
Philip J. Fischler, IV	957 Wittman Drive Fort Myers, FL 33919

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ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer its interest in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members; provided, however, that the occurrence of any of the events described in Florida Statutes 608.4237 (1) (a) through (f), inclusive, and (2) shall not operate to terminate membership of a member in the Company or dissolve the Company unless the remaining member(s) properly files articles of dissolution with the Department of State.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by one or more members and is, therefore, a member-managed company. The name and address of the initial member-manager of the Company is:

<u>Name</u>	<u>Address</u>
Philip J. Fischler, IV	957 Wittman Drive Fort Myers, FL 33919

The initial member-manager is expressly authorized to act on behalf of the Company. The execution of any document by one or more member-managers will fully bind the Company.

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of a majority-in-interest of the members, or as may otherwise be provided by law.

[SIGNATURE AND ACKNOWLEDGMENT TO FOLLOW ON SUBSEQUENT PAGE]

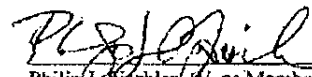
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IN WITNESS WHEREOF, the undersigned being a member of the Company hereinabove named, for the purpose of forming a limited liability company under the Act has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 21 day of May, 2009.

Fischler Direct LLC, a Florida limited liability company

By:


Philip J. Fischler, IV, as Member

STATE OF FLORIDA)

) ss:

COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 21st day of May, 2009, by Philip J. Fischler, IV, as Member of Fischler Direct LLC, a Florida limited liability company. He is () personally known to me as identification.



NOTARY PUBLIC

Name: Heather A. Guilfoyle
(Type or Print)

My Commission Expires: July 15, 2012

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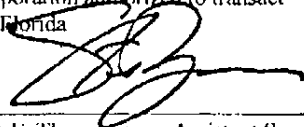
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FISCHLER DIRECT LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of Fischler Direct LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.

R&A Agents, Inc.,
an Ohio corporation authorized to transact
business in Florida

By: 
Stephen E. Thompson, as Assistant Secretary

588773 v 01 : 121939.0001 5/20/2009

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