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GUNSTER

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Wagner Managers, LLC

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T. HAMPTON

SEP 30 2009

**ARTICLES OF ORGANIZATION
FOR
WAGNER MANAGERS, 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 WAGNER MANAGERS, 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 -
Nature of Business**

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

**ARTICLE IV -
Address**

The initial principal office address of the Company is 1410 Enclave Circle, West Palm Beach, Florida 33411.

The initial mailing address of the Company is 1410 Enclave Circle, West Palm Beach, Florida 33411.

**ARTICLE V -
Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 1410 Enclave Circle, West Palm Beach, Florida 33411, and the name of the initial registered agent of this Company at that address is ROSE WAGNER.

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**ARTICLE VI -
Management**

The Company shall be member-managed in accordance with the Operating Agreement of the Company.

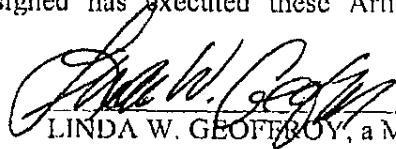
**ARTICLE VII -
Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**ARTICLE VIII -
Amendment**

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

 IN WITNESS WHEREOF the undersigned has executed these Articles as of the day of September, 2009.


LINDA W. GEOFFROY, a Member

(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.)

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, ROSE WAGNER hereby accepts the appointment as registered agent and agrees to act in this capacity. ROSE WAGNER further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and ROSE WAGNER is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, F.S.

By: *Rose Wagner*
ROSE WAGNER

Dated: September 23, 2009.

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