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**FLORIDA LIMITED LIABILITY CO.
BLUEPEARL KENTUCKY, LLC**

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Page Count	02
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
BLUEPEARL KENTUCKY, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act and adopts the following as the Articles of Organization of BLUEPEARL KENTUCKY, LLC (the "Company"):

ARTICLE I

NAME

The name of the limited liability company is BLUEPEARL KENTUCKY, LLC.

ARTICLE II

ADDRESS

The street address and the mailing address of the principal office of the Company are both 3000 Busch Lake Boulevard, Tampa, Florida 33614.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Company is 3000 Busch Lake Boulevard, Tampa, Florida 33614 and the name of the Company's initial registered agent at that address is Darryl S. Shaw.

These Articles of Organization have been executed by an authorized representative of a Member of the Company on October 11, 2010.



Darryl S. Shaw,
as Authorized Representative

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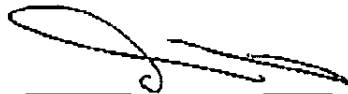
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

2010 OCT 12 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated as registered agent to accept service of process for BLUEPEARL KENTUCKY, LLC, a Florida limited liability company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of Chapter 608, Florida Statutes, that relate to the proper and complete performance of his duties as registered agent, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

Dated this 11th day of October, 2010.



DARRYL S. SHAW

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