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PHILIP E. VITELLO

ATTORNEY AT LAW Licensed in the State of Florida

FLORIDA ADDRESS

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Please reply to: Vero Beach

September 18, 1997

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

SUBJECT: Gooch and McGee, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for \$285.00 for filing fee.

If everything is in order, please return a certificate of organization to me.

Sincerely,

Philip Vitello

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BAHAMAS ADDRESS

Magna Carta Court

Parliament Street

P.O. Box N-918

Nassau, Bahamas Tel. 242-322-4782 Fax, 242-322-2048 ...

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 25, 1997

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PHILIP VITELLO 8301 CHINABERRY ROAD VERO BEACH, FL 32966

SUBJECT: GOOCH AND MCGEE, L.L.C. Ref. Number: W97000022038

We have received your document for GOOCH AND MCGEE, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We need the actual signature of Deborah Gooch.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 597A00047497

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ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE 1

The name of the Limited Liability Company is

Gooch and McGee, L.L.C.

ARTICLE 2

The mailing address and street address of the principal office of the Limited Liability Company is

> 6830 69th Street Vero Beach, Florida 32967

ARTICLE 3

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The period of duration for the Limited Liability Company sha perpetual. ORIDA ŝ

ARTICLE 4

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

> Deborah Gooch 6830 69th Street Vero Beach, Florida 32967

> Dale McGee 1916 19th Avenue Vero Beach, Florida 32960

ARTICLE 5

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be:

> by unanimous vote under such terms and conditions as are established by the remaining members

ARTICLE 6

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the limited liability company upon unanimous vote of the remaining members.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of GOOCH and McGEE deposes and says:

1. the above limited liability company has at least two members.

2. the total amount of cash contributed by the members is \$1000.00.

3. the total amount of cash or property anticipated to be a contributed by the members is \$1000.00.

9-18-97

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILTY COMAPNY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA

The name of the limited liability compaany is

Gooch and McGee, L.L.C.

The name and address of the registered agent and office is

Deborah Gooch 6830 69th Street Vero Beach, Florida 32967

Having been named as registered agent and to accept service of m process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familia with and accept the obligations of my position as registered agents

Deborah Gooch

9.18.97____

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