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 Division of Corporations
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LIMITED LIABILITY COMPANY

DINNES & PARTNER, L.C.

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**ARTICLES OF ORGANIZATION
OF**

**DINNES & PARTNER, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I - Name:

The name of the Limited Liability Company is: DINNES & PARTNER, L.C.

ARTICLE II - Address:

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

1203 Whiteheart Avenue
Marco Island, FL 34145

ARTICLE III - Duration:

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved.

ARTICLE IV - Registered Office and Agent

The name and street address of the registered agent of the company in the State of Florida is:

JANE YEAGER CHEFFY, ATTORNEY AT LAW
2375 Tamiami Trail North, Suite 310
Naples, FL 34103

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JANE YEAGER CHEFFY
Attorney at Law
2375 Tamiami Trail N., Suite 310
Naples, FL 34103
Phone (941) 263-1130
Fla. Bar #0599689

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ARTICLE V - Admission of Additional 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 transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI - Management:

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is:

ROLAND HAUBER
1203 Whitehart Avenue
Marco Island, FL 34145

ARTICLE VII - Members' Rights to Continue Business:

The remaining member(s) shall have the right to continue the business on 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 limited liability company.

IN WITNESS WHEREOF, the undersigned organizer, as a member of the company, has made and subscribed these Articles of Organization on this 05 day of October, 1998.

ROLAND HAUBER, Managing Member

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JANE YEAGER CHEFFY
Attorney at Law
2375 Tamiami Trail N., Suite 310
Naples, FL 34103
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF DINNES & PARTNER, L.C.**

The undersigned affiant, ROLAND HAUBER, as the managing member of DINNES & PARTNER, L.C., a proposed Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 243,000.00
3. If any, the agreed value of property other than cash contributed by members is \$ _____. (A description of the property is attached and made a part hereof).
4. The total amount of cash or property anticipated to be contributed by members is \$ 243,000.00. This total includes amounts from 2 and 3 above.

The Affiant says nothing further.

Dated: October 05, 1998.


ROLAND HAUBER, Managing Member

(In accordance with section 605.405(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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JANE YEAGER CHEFFY
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

DINNES & PARTNER INVESTMENTS, L.C.

2. The name and address of the registered agent and office is:

JANE YEAGER CHEFFY, ESQ.
2375 TAMiami TRAIL NORTH
SUITE 310
NAPLES, FLORIDA 34103

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this 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 familiar with and accept the obligations of my position as registered agent.

10/6/98
(Date)

Jane Yeager Cheffy
(Signature)

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JANE YEAGER CHEFFY
Attorney at Law
2375 Tamiami Trail N., Suite 310
Naples, FL 34103
Phone (941) 263-1130
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