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LIMITED LIABILITY COMPANY  
ENCORE OXYGEN, L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
ENCORE OXYGEN, L.L.C.  
a Florida Limited Liability Company

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ARTICLE I  
NAME

The name of this Limited Liability Company is ENCORE OXYGEN, L.L.C. (the "Company").

ARTICLE II  
ADDRESS

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

1375 S. Ft. Harrison Avenue  
Clearwater, FL 33756

ARTICLE III  
DURATION

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(813) 442-1200  
Florida Bar # 371750  
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**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by its manager and the name and address of such manager who is to serve as manager is:

ENCORE HOLDINGS LIMITED PARTNERSHIP  
a Florida Limited Partnership  
1375 S. Ft. Harrison Avenue  
Clearwater, FL 33756

**ARTICLE V  
ADMISSION OF NEW MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

**ARTICLE VI  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company 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 shall be:

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 shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

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**ARTICLE VII  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of ENCORE OXYGEN, L.L.C. certifies:


- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by each member is: \$100.00
- 3) The total amount of cash and property contributed and anticipated to be contributed by each member is: \$100.00

AUTHORIZED REPRESENTATIVE OF MEMBER  
ENCORE OXYGEN, L.L.C.

  
 \_\_\_\_\_  
 ALAN S. GASSMAN

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
 \_\_\_\_\_  
 ALAN S. GASSMAN

Alan S. Gassman, Esquire  
 1245 Court Street, Suite 102  
 Clearwater, FL 33756  
 (813) 442-1200  
 Florida Bar # 371750  
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STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 1999, by ALAN S. GASSMAN, as Authorized Representative of ENCORE OXYGEN, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

*Ellen M. Tischio*  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



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**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: ENCORE OXYGEN, L.L.C.

The name and Florida street address of the Registered Agent are:

Alan S. Gassman, Esquire  
1245 Court Street  
Suite 102  
Clearwater, Florida 33756

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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.

  
\_\_\_\_\_  
ALAN S. GASSMAN, ESQUIRE (SEAL)

\\Gassman\sys\CLIENT\G\GEP\LLC\ART.ORG  
:emt 3-10-99

Alan S. Gassman, Esquire  
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ARTICLES OF ORGANIZATION OF ENCORE OXYGEN, L.L.C.