

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4003

From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

LIMITED LIABILITY COMPANY

Penobscot, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$346.25

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

"Penobscot, LLC"

ARTICLE II - Address:

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

c/o James B. Bertles, Esq.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall:

Continue until December 31, 2074, unless sooner terminated by operation of law or in accordance with the Regulations of the Limited Liability Company, or as re-established after such primary term for such additional period as is determined by the Members.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the member and the name and address of the managing member are:

Garrison D. Lickle, Esq. (FL Bar #308099)
Gunster, Yoakley, Valdes-Fauli &
Stewart, P. A.
777 S. Flagler Dr., Suite 500 East
West Palm Beach, Florida 33401

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(561) 655-1980

Lance D. Mahaney

419 Seaspray Avenue
Palm Beach, Florida 33480

ARTICLE V - Registered Agent/Address

The name and address of the registered agent are:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

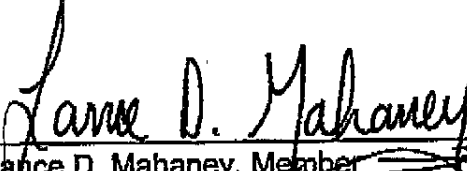
ARTICLE VI - Additional Members

Additional members may be admitted to the limited liability company upon the written consent of the members.

ARTICLE VII - Continuation of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may, upon written consent of each of the members, elect to continue the business.

Dated: April 20, 1999


Lance D. Mahaney, Member

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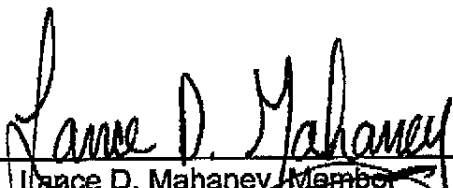
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Penobscot, LLC deposes and says:

- 1) The above named limited liability company has one member.
- 2) The total amount of cash contributed by the member is \$10,000.00.
- 3) The total amount of cash or property anticipated to be contributed by the member is \$10,000.00.

Dated: April 20, 1999


Lance D. Mahaney, Member
(In accordance with section 608.403(3), Florida
Statutes, the execution of this affidavit constitutes
an affirmation under the penalties of perjury that
facts stated herein are true.)

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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 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: Penobscot, LLC

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

Valdes-Fauli Corporate Services, Inc.
(Name)

777 South Flagler Drive, Suite 500 East
(P.O. Box not acceptable)

West Palm Beach, Florida 33401
(City/State/Zip)

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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.

Dated: April 20, 1999

VALDES-FAULI CORPORATE SERVICES, INC.

BY: 
Michael V. Mitrone, Vice President