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From: Account Name : SCOTT A. ELK, P.A.
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Phone : (561) 368-8800
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LIMITED LIABILITY COMPANY

Spengler Equity Investments LLC

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**ARTICLES OF ORGANIZATION
OF
SPENGLER EQUITY INVESTMENTS LLC**

The undersigned, for purposes of forming a limited liability company in accordance with the Florida Limited Liability Company Act, do hereby state the following:

1. **NAME.** The name of the limited liability company shall be SPENGLER EQUITY INVESTMENTS LLC (the "Company").
2. **DURATION.** The period of the Company's duration is perpetual from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members, unless extended by its members, or as provided by statute.
3. **PURPOSE.** The purposed for which the Company has been formed is to engage in any lawful act, activity or business not contrary to and for which a limited liability company may be formed under the laws of the State of Florida, and to have and exercise all powers, rights and privileges conferred by the laws of Florida on limited liability companies, including but not limited to the performance of services, buying, leasing or otherwise acquiring and holding, using or enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, tangible or intangible, or whatever nature and wheresoever situated, and buying, selling and holding stocks, bonds, or any other security of any issuer as the Company may, at any time and from time to time, deem advisable.
4. **OFFICE.** The mailing address and street address, in the State of Florida where the principal office of the Company is to be located, is:

382 NE 3rd Avenue
Delray Beach, FL 33444
5. **REGISTERED AGENT.** The name and address of Company's registered agent, whose Consent to Appointment as Registered Agent is included with this Articles of Organization, is:

Andrew I. Spengler
927 Jasmine Drive
Delray Beach, FL 33483
6. **ADMISSION OF ADDITIONAL MEMBERS:** The Company has two (2) or more members. Additional members may be admitted only on the terms that are unanimously agreed to by all members. The initial two (2) members are:

Andrew I. Spengler
Kristen C. Spengler
7. **CONTINUITY.** The remaining members of the Company will 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 this Company.

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- 8. MEMBERS. The business of the Company will be conducted under the exclusive management and be limited to its members who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters. The names and addresses of the members are:

Andrew I. Spengler
 927 Jasmine Drive
 Delray Beach, FL 33483

Kristen C. Spengler
 927 Jasmine Drive
 Delray Beach, FL 33483

- 9. MANAGEMENT. The Manager of the Company shall be Andrew I. Spengler

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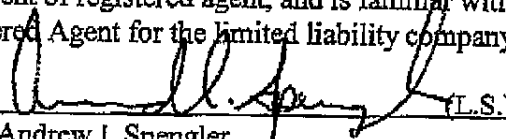
ORIGINAL APPOINTMENT OF AGENT

The undersigned, being all of the members of Spengler Equity Investments LLC a limited liability company organized under the laws of the State of Florida, hereby appoint Andrew I. Spengler, a natural person who is a resident of this State, as registered agent upon whom any process, notice or demand required or permitted by statute to be served upon the Company may be served.

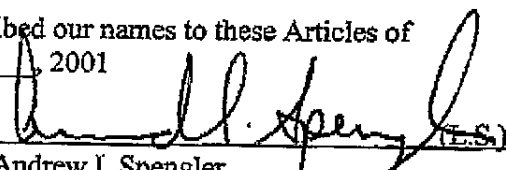
His complete address is: 927 Jasmine Drive
 Delray Beach, FL 33483

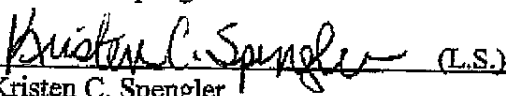
ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory registered agent for Spengler Equity Investments LLC hereby acknowledges and accepts the appointment of registered agent, and is familiar with and accepts the obligations of the position of Registered Agent for the limited liability company.

 (L.S.)
 Andrew I. Spengler

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Articles of Organization on this 28th day of DECEMBER, 2001

 (L.S.)
 Andrew I. Spengler

 (L.S.)
 Kristen C. Spengler

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STATE OF Florida)
COUNTY OF Palm Beach) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Andrew I. Spengler,

personally known to me, or
 has produced _____ as identification


and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 2001.

[Signature]

(Signature)
Frances J. Valentin

(Printed Name)

 Frances J Valentin
My Commission CC935799
Expires May 11, 2004

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TALLAHASSEE, FLORIDA
02 JAN -7

My Commission Expires:
My Commission No. is:

STATE OF Florida)
COUNTY OF Palm Beach) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Kristen C. Spengler,

personally known to me, or
 has produced _____ as identification


and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 2001.

[Signature]

(Signature)
Frances J. Valentin

(Printed Name)

 Frances J Valentin
My Commission CC935799
Expires May 11, 2004

My Commission Expires:
My Commission No. is:

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