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LD2000004558

February 26, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Nichols Ranch, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to include Articles & Amendments
- Fictitious Name Certificate
- Other

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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JD
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**ARTICLES OF ORGANIZATION
OF
NICHOLS RANCH, LLC**

The undersigned hereby forms a limited liability company with the meaning of the applicable provisions of Chapter 608 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is NICHOLS RANCH, LLC (the "Company").

**ARTICLE II
DURATION**

The Company shall exist commencing on the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

**ARTICLE III
PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, specifically including, but not limited to, fish farming, cattle farming, tree farming, and other general agricultural and farming uses.

**ARTICLE IV
PLACE OF PRINCIPAL OFFICE**

The mailing address and the street address of the Company's principal office is 100 South Kentucky Avenue, Suite 215, Lakeland, Florida 33801.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is William Thomas Mims. The street address of the initial registered agent of the Company is: 1524 Easton Drive, Lakeland, Florida 33803.

**ARTICLE VI
ADDITIONAL MEMBERS**

Additional Members to the Company may be admitted only upon the unanimous consent of the Members of the Company at the time admission is sought.

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ARTICLE VII
MANAGEMENT OF THE COMPANY

The management of the Company shall be vested in the Managing Member of the Company. The Initial Managing Member of the Company shall be:

Name

Address

US Telesystems, Inc. 100 South Kentucky Avenue, Suite 215, Lakeland, Florida 33801

ARTICLE VIII
OPERATING AGREEMENT

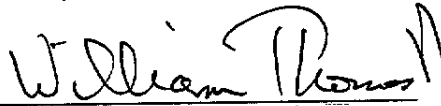
The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the 25 day of February, 2002. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitute an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBER:

US Telesystems, Inc.

By:

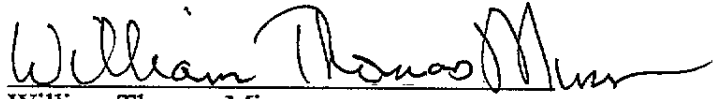

William Thomas Mims, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Nichols Ranch, LLC, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


William Thomas Mims

Dated: February 21, 2002

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