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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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GROCE LAW FIRM, LTD

10165-B VALENCIA DRIVE, WACO, TEXAS 76708-5678
PHONE 254-755-0077 FAX 254-836-8402
E-MAIL: groce@grocelaw.com

June 25, 2004

Office of the Secretary of State of Florida
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

In Re: Articles of Organization for NOVAC, LLC

Enclosed please find duplicate originals of the Articles of Organization for NOVAC, LLC. The enclosed Articles of Organization and fees are submitted for filing. We have enclosed \$130.00 for the following Filing Fees:

- | | | |
|------|----------------------------------|----------|
| i. | Articles of Organization | \$100.00 |
| ii. | Designation of Registered Agent. | \$ 25.00 |
| iii. | Certificate of Status | \$ 5.00 |

We respectfully request a stamped copy of the Articles of Organization and all correspondence concerning this matter to be mailed to the following:

**The Groce Law Firm, Ltd
10165-B Valencia Drive
Waco, Texas 76708-5678**

For further information concerning this matter, please call:

**J. David Groce
(254) 755-0077**

Thank you in advance for your assistance.

Sincerely,



J. David Groce
Attorney
State Bar No. 00793859

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STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

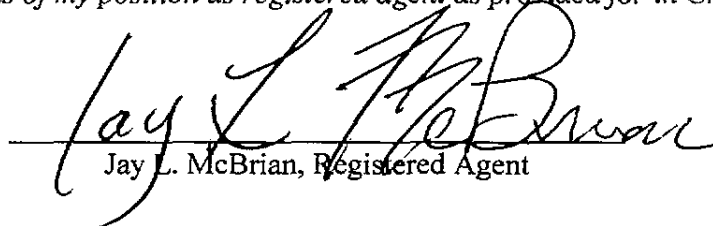
ARTICLES OF ORGANIZATION
OF
NOVAC, LLC

I, the undersigned, am a natural person eighteen years of age or older. I am acting in the capacity of organizer of a limited liability company pursuant to the Florida Limited Liability Company Act. I hereby adopt the following Articles of Organization for a limited liability company.

- I. **ARTICLE I - NAME:** The name of the Limited Liability Company is NOVAC, LLC.
- II. **ARTICLE II - PRINCIPAL PLACE OF BUSINESS:** The mailing address and street address of the company's principal place of business in this state is:
1340 Buccaneer Lane, Vero Beach, FL 32963-2529.
- III. **ARTICLE III - NAME AND ADDRESS OF INITIAL REGISTERED AGENT**
- A. The company's initial Registered Agent is Jay L. McBrian.
- B. The address of the company's initial Registered Agent's Office is:
1340 Buccaneer Lane, Vero Beach, Florida 32963-2529.

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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 as provided for in Chapter 608, Florida Statutes.


Jay L. McBrian, Registered Agent

- IV. **ARTICLE IV - MANAGEMENT:**
- A. The company shall be managed by managers.
- B. The number of initial Managers is one.
- C. The name and address of the person, who is to serve as manager ("MGR") until the first annual meeting of the company's Members or until successors are elected and qualified is:
Jay L. McBrian, having principal mailing address at:
1340 Buccaneer Lane, Vero Beach, Florida 32963-2529.

V. **ARTICLE V - DURATION:** The period of the company's duration is perpetual.

VI. **ARTICLE VI - PURPOSES**

- A. The Limited Liability Company shall have the powers provided for a corporation under the Florida Business Corporation Act and a limited partnership under the Florida Revised Limited Partnership Act.
- B. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:
1. To carry on any business or any other legal or lawful activity allowed by law;
 2. To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest therein;
 3. To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
 4. To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;
 5. To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed; and
 6. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.
- C. The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.
- D. The company may, in its Regulations, confer powers, not in conflict with law, on its managers and members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

VII. **ARTICLE VII - MEMBERSHIP INTERESTS**

- A. Each percentage of membership interest has one (1) vote on each matter on which the membership interest is entitled to vote.
- B. The membership interest may be divided into different classes, with different voting rights and different rights to dividends, as specified in the regulations.
- C. Cumulative voting is allowed.

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D. Preemptive rights exist on behalf of each and every Member as defined in the Regulations.

VIII. **ARTICLE VIII - ORGANIZER:** The name and address of the organizer is:

J. David Groce whose address is 10165-B Valencia Drive, Waco, Texas 76708-5678.

IX. **ARTICLE IX - INITIAL REGULATIONS:**

A. The initial Regulations will be adopted by the Managers.

B. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Managers, subject to repeal or change by action of the Members.

X. **ARTICLE X - MAJORITY VOTING:** With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

XI. **ARTICLE XI - INDEMNIFICATION:**

A. The company shall indemnify every Organizer, Manager, and the Manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the Manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the Manager may be made a party by reason of having been a Manager of this limited liability company.

B. This indemnification is being given because the managers will be requested by the company to act for and on behalf of the company and for the company's benefit.

C. This indemnification shall not be exclusive of other rights to which the managers may be entitled.

D. The managers shall be entitled to the fullest indemnification allowed by the current law or as the law may be amended hereafter.

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- E. A Manager shall be liable to the company for the following actions:
1. A breach of the Manager's duty of loyalty to the company, or to its members;
 2. An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
 3. A transaction in which the Manager benefits to the detriment of the company or its members.
 4. An action for which the Manager is liable at law and for which an indemnification is not allowed.

XII. ARTICLE XII - COMPANY ACTIONS:

- A. Any action required by the Florida Limited Liability Company Act, and any amendments thereto, shall be taken at any annual or special meeting of Members of the Limited Liability Company.
- B. Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.
- C. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.
- D. Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

XIII. ARTICLE XIII - RESTRICTIONS ON TRANSFERABILITY:

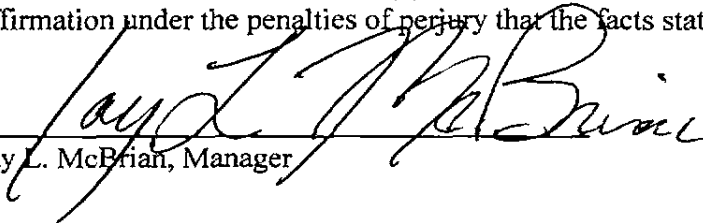
- A. The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Regulations of the Limited Liability Company, which Regulations will be kept with the records of the Limited Liability Company.
- B. The Limited Liability Company will provide a copy of the Regulations without charge to any record holder of a membership interest upon written request addressed to the

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SECRETARY OF STATE

Limited Liability Company at its principal business office or its registered agent's address.

XIV. **ARTICLE XV - CONTINUITY OF BUSINESS:** A majority of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdrawal of a member.

IN WITNESS WHEREOF, I, Jay L. McBrian have hereunto set my hand on June 25, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

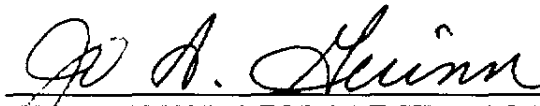

Jay L. McBrian, Manager

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SECTION OF STATE
ALLAHASSEE, FLORIDA

STATE OF TEXAS
COUNTY OF McLENNAN

This instrument was acknowledged before me on June 25, 2004 by Jay L. McBrian.

NOTARY PUBLIC'S SIGNATURE:


NOTARY PUBLIC FOR THE STATE OF TEXAS

