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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

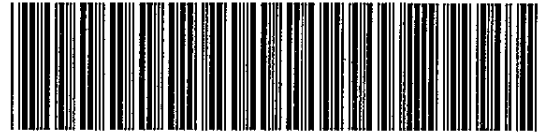
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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L04-77961
OR

SKELTON, WILLIS, BENNETT & WALLACE, LLP

ATTORNEYS AT LAW

259 THIRD STREET NORTH
ST. PETERSBURG, FLORIDA 33701
TELEPHONE: (727) 822-3907
TELEFAX: (727) 896-4100

JAMES P. BENNETT
PETER R. WALLACE
ROBERT H. WILLIS
ROBERT H. WILLIS, JR.

October 25, 2004

MAILING ADDRESS:
POST OFFICE DRAWER 30
ST. PETERSBURG, FL 33731

PETER R. WALLACE
TELEPHONE EXT. 102
prw@swbwlaw.com

BYRON M. SKELTON (1891-1979)

By Federal Express Overnight Delivery

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization of Geeves and Associates, LLC

Dear Sir or Madam:

I have enclosed the original, fully executed Articles of Organization of Geeves and Associates, LLC, for filing with the Florida Department of State.

I have also enclosed a check in the amount of \$160.00 payable to the Department of State for the filing of the Articles of Organization, the Designation of Registered Agent, a Certified Copy of the Articles of Organization, and a Certificate of Status.

Please return all correspondence concerning this matter to me at the above address. If there are questions or problems regarding this filings please call me collect so that I may provide you with the information necessary to correct any deficiency.

Thank you for your assistance.

Sincerely,



Peter R. Wallace

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

GEEVES and ASSOCIATES, LLC

The undersigned, being Members who desire to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization and certify:

ARTICLE I: NAME

The name of the limited liability company is Geeves and Associates, LLC (the "**Limited Liability Company**").

ARTICLE II: ADDRESSES

The mailing address of the Limited Liability Company is Post Office Box 76031, St. Petersburg, Florida, 33734-6031. The street address of the principal office of the Limited Liability Company is 259 Third Street North, St. Petersburg, Florida, 33701.

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company, or (ii) in accordance with the Limited Liability Company's Operating Agreement, if any; provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Limited Liability Company.

ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V: REGISTERED AGENT AND OFFICE

I hereby accept the designation as registered agent to accept service of process for the Limited Liability Company at the place designated in this Article IV. I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Peter R. Wallace
Signature of Registered Agent
Accepting the Appointment

259 Third Street North
St. Petersburg, Fl. 33701

ARTICLE VI: OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(24), Florida Statutes) relating to the Limited Liability Company must be in writing and signed by all of the Members.

ARTICLE VII: MANAGEMENT

The Limited Liability Company shall be conducted, carried on and managed by at least one (1) Manager, who shall be elected annually by the Members of the Limited Liability Company in the manner prescribed by and provided in the Operating Agreement, if any, of the Limited Liability Company, or the laws of the State of Florida. The names of the initial two (2) Managers are:

Sherry A. Brewer
Gregory C. Brewer

These Managers shall serve in this capacity until the first annual meeting of the Members or until their successor(s) is duly elected and qualified.

ARTICLE VIII: REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of the Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE IX: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SIGNATURES ON FOLLOWING PAGE

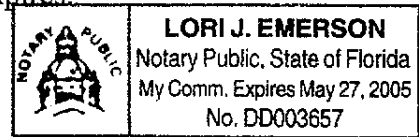
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act on October 25, 2004.

Sherry A. Brewer
Sherry A. Brewer
Signature of Member
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 25 day of October, 2004, by Sherry A. Brewer, who is personally known to me and who did take an oath.

Lori J. Emerson
Printed Name: Lori J. Emerson
Notary Public—State of Florida
My Commission Expires:

[Notary Seal or Stamp]



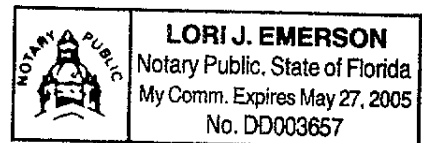
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act on October 25, 2004.

Gregory C. Brewer
Gregory C. Brewer
Signature of Member
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 25 day of October, 2004, by Gregory C. Brewer, who is personally known to me and who did take an oath.

Lori J. Emerson
Printed Name: Lori J. Emerson
Notary Public—State of Florida
My Commission Expires:

[Notary Seal or Stamp]



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TALLAHASSEE, FLORIDA