

Division of Corporations

LOS 000036990

Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Citadel Holding Company, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
CITADEL HOLDING COMPANY, L.L.C.**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of the Limited Liability Company, referred to in these Articles as "Company," is CITADEL HOLDING COMPANY, L.L.C.

**ARTICLE II
DURATION**

The Company shall exist perperually, beginning on the date these Articles of Organization are filed with the Florida Department of State.

**ARTICLE III
MAILING ADDRESS**

The mailing and the street address of the Company's principal place of business is 6485 Pine Avenue, Green Cove Springs, Florida 32043.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent is Fred L. Ahern, Jr. The street address of the Company's registered office in Florida is 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

**ARTICLE V
ADMISSION OF NEW MEMBERS**

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

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**ARTICLE VI
MANAGEMENT**

The Company is to be managed by officers. Each initial officer will serve until the first annual meeting of the members. The initial officers are identified as follows:

PRESIDENT: MARK WAYNE JOHNS
VICE PRESIDENT: MICHAEL E. BRAREN II
SECRETARY: MICHAEL E. BRAREN II
TREASURER: MICHAEL E. BRAREN II

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 13th day of April, 2005.



Michael E. Braren, II, Vice President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of April, 2005, by Michael E. Braren, II, who is personally known to me or produced a Florida driver's license or _____ as identification.



Tonya Wood
MY COMMISSION # 00081437 EXPIRES
January 15, 2006
BONDED THROUGH TROY FARM INSURANCE, INC.


NOTARY PUBLIC

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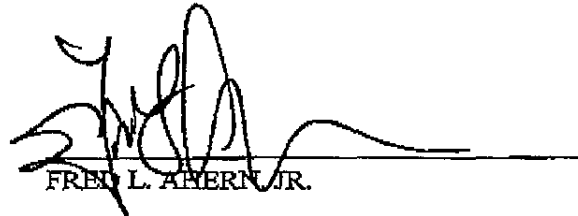
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for CITADEL HOLDING COMPANY, L.L.C., a Limited Liability Company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with my obligations as the result of service as registered agent.

Dated this 13th day of April, 2005.


FRED L. AVERN, JR.

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