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August 17, 2005

VIA HAND DELIVERY

**FOLEY & LARDNER LLP
ATTORNEYS AT LAW**

106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FLORIDA 32301-7732
850.222.6100 TEL
850.561.6475 FAX
www.foley.com

WRITER'S DIRECT LINE
850.513.3382
wwolfe@foley.com Email

CLIENT/MATTER NUMBER
888888-8888

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Meadows & Shoemaker, Attorneys-at -Law, LLC

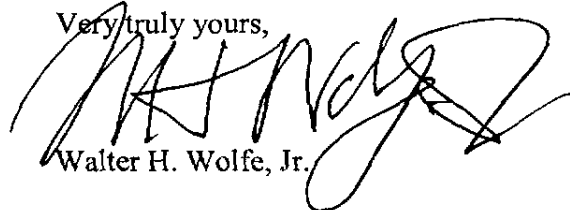
Dear Sir or Madam:

Enclosed herein please find the original Articles of Organization of Meadows & Shoemaker, Attorneys-at -Law, LLC, along with a check in the amount of \$160.00 representing the filing and certified copy fees. You will also find one photocopy of the Articles of Organization to be file stamped and returned to our courier on an expedited basis.

Please contact Dessa Padilla at 513-3381 when the certified copy is ready to be picked up from your office. Should you have any questions concerning this matter, please contact my office.

Thank you for your assistance.

Very truly yours,



Walter H. Wolfe, Jr.

Enclosures

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SACRAMENTO
SAN DIEGO

SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY
TALLAHASSEE

TAMPA
TOKYO
WASHINGTON, D.C.
WEST PALM BEACH

010.151974.1

**ARTICLES OF ORGANIZATION
OF
MEADOWS & SHOEMAKER, ATTORNEYS-AT-LAW, LLC,
a Professional Limited Liability Company**

ARTICLE I – NAME:

The name of the professional limited liability company (the “Company”) is:

MEADOWS & SHOEMAKER, ATTORNEYS-AT-LAW, LLC

ARTICLE II – PURPOSE:

The Company is established as a professional limited liability company to engage in the practice of law, pursuant to Chapter 621, Florida Statutes; provided that the Company shall also have the authority to do any and all things necessary, convenient or incident to the operation of a law practice in the State of Florida. No person shall be admitted as a member of the Company unless such person is admitted to and a member in good standing of The Florida Bar.

ARTICLE III -ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS:

The street address of the principal office and the mailing address of the Company is:

403 North Calhoun Street
Tallahassee, Florida 32301

ARTICLE IV - REGISTERED AGENT’S OFFICE ADDRESS:

The name and the Florida street address of the registered agent are:

Lee Meadows
403 North Calhoun Street
Tallahassee, Florida 32301

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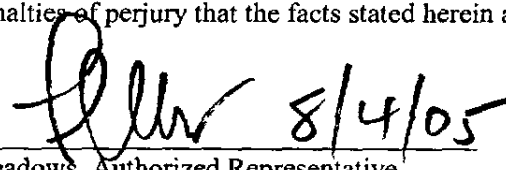
ARTICLE V -MANAGEMENT

The Company is to be managed by its duly appointed Board of Directors, which Directors may, but shall not be required to be members of the Company. The Board of Directors shall initially consist of only one Director, whose name and address is:

Lee Meadows
403 North Calhoun Street
Tallahassee, Florida 32301

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 herein are true.

By: _____


Lee Meadows, Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for MEADOWS & SHOEMAKER, ATTORNEYS-AT-LAW, LLC, 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 completed 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, F.S.



Lee Meadows

Date: 8/4/05, 2005

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