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December 19, 2005

Florida Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

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RE: 1. S & H Holding Group, LLC
2. Burnstore Properties Group, LLC

Dear Sir/Madam:

Enclosed please find ARTICLES OF ORGANIZATION relative to each limited liability company captioned above. You will also find enclosed the appropriate filing fee for each.

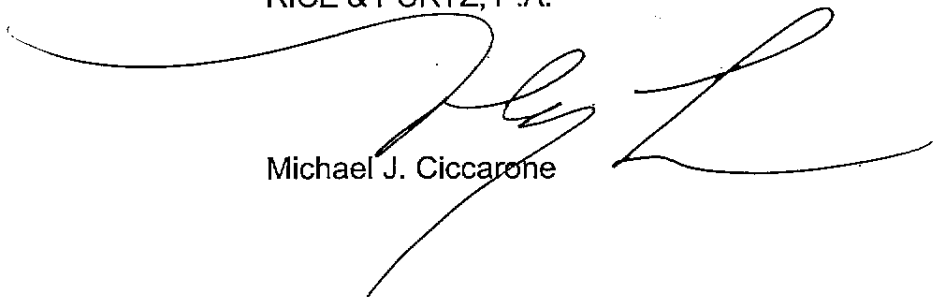
Kindly file and record same in your usual manner, and forward your letters of acknowledgement to this office at your earliest opportunity.

Thank you for your kind attention to this matter.

Sincerely,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

Michael J. Ciccarone



MJC:alr
Enclosures

CAPE CORAL
(941) 574-5575

LEHIGH ACRES
(941) 368-6101

OTHER OFFICES

NAPLES
(941) 262-4888

PORT CHARLOTTE
(941) 624-2393

ARTICLES OF ORGANIZATION
OF
BURNTSTORE PROPERTIES GROUP, LLC

The undersigned does hereby form a limited liability company under the laws of the State of Florida, with the power and authority to perform all acts legally permissible by a Florida limited liability company.

ARTICLE I

NAME: The name of this Limited Liability Company is BURNTSTORE PROPERTIES GROUP, LLC.

ARTICLE II

The mailing address and the street address of the principal office of the Limited Liability Company is 6673 Willow Lake Circle, Fort Myers, Florida 33912.

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:

The name and Florida street address of the initial registered agent of this Limited Liability Company is Scott Hutchinson, 6673 Willow Lake Circle, Fort Myers, Florida 33912.

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

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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, F.S.

ACCEPTED BY: 
Scott Hutchinson

ARTICLE IV

MANAGEMENT: The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company. The name and address of the person who is to serve as manager is Scott Hutchinson, 6673 Willow Lake Circle, Fort Myers, Florida 33912.

By his signature below he accepts this responsibility.

ACCEPTED BY: 
Scott Hutchinson

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MEMBERS: The initial member of the Limited Liability Company shall be: Scott Hutchinson, of 6673 Willow Lake Circle, Fort Myers, Florida 33912, having one hundred (100) percent ownership interest in the Limited Liability Company.

ARTICLE V

EFFECTIVE DATE: These Articles of Organization shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS: Subject to the overriding provisions of Article VII below, one or more additional members of the Company may be admitted to the Company only with the vote or written consent of all of the Members (as defined in the Act).

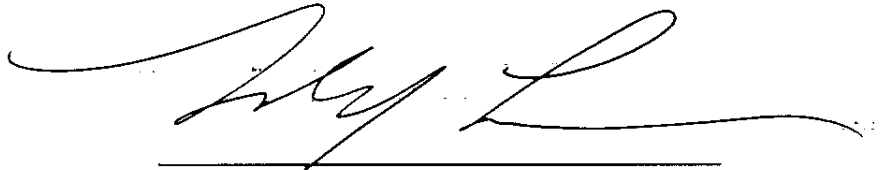
ARTICLE VII

MEMBERS RIGHTS TO CONTINUE BUSINESS: The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as follows:

Should Scott Hutchinson die, resign, attempt to sell or assign his ownership rights in the Company to another party, file a petition for bankruptcy, be the respondent in a successful application filed against him in any proceeding in involuntary bankruptcy, or should his ownership rights be the subject of any successful attempt to seize, place in receivership or otherwise claim an interest in his assets in full or partial satisfaction of any judgment, award, lien or similar matter, then such ownership rights shall immediately and automatically be divided equally among his living children and become the property of said children.

(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.)

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Authorized Representative of
Initial Member

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