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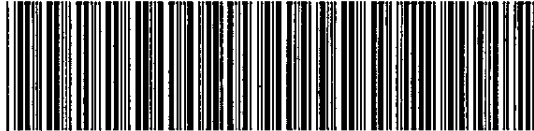
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CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 10 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 208 HOLDINGS, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas E. Cone, Jr., P.A.
150-A Whitaker Rd.

Lutz, FL 33549-7611

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For further information concerning this matter, please call:

Thomas E Cone JR at (813) 949-9698
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
208 HOLDINGS, L.L.C.**

ARTICLE I - NAME

The name of the limited liability company is 208 Holdings, L.L.C., ("Company").

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ARTICLE II - ADDRESS

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

Principal Office Address:

c/o Beverly S. Eckhardt
9701 Sunnyoak Dr.
Riverview, Florida 33569

Mailing Address:

c/o Beverly S. Eckhardt
9701 Sunnyoak Dr.
Riverview, Florida 33569

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

Thomas E. Cone, Jr., Esq.
150a Whitaker Rd.
Lutz, Florida 33549-7611

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, F.S..



Thomas E. Cone, Jr., Esq.

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGMR" = Managing Member

Name and Address:

MGMR	Beverly S. Eckhardt 9701 Sunnyoak Drive Riverview, Florida 33569
MGMR	Gary W. Smolek 4 E. Park Ave. St. Augustine, FL 32084
MGMR	Michael A. Smolek P.O. Box 32 St. Mary City, MD 20686
MGMR	Kenneth E. Smolek P.O. Box 50881 Eugene, OR 97405

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ARTICLE V - OTHER MATTERS

The initial members are Kenneth E. Smolek, Michael A. Smolek, Gary W. Smolek, and Beverly S. Eckhardt. So long as any of them is living and remains a member of the Company this group alone, or the remaining members of this group if any shall die or otherwise cease to be members, shall have the exclusive authority to designate, appoint, elect, remove or replace the Manager or Managing Member for the Company. Accordingly, for purposes of Chapter 608, Florida Statutes, a "majority-in-interest" of the members is hereby defined to be a majority of the foregoing initial members, even if at some point in the future there be only one such initial member remaining. Similarly, the power to adopt, alter, amend, or repeal these Articles of Organization and the operating agreement for the Company is hereby vested exclusively in the initial members alone, or the remaining members of this group if any shall die or otherwise cease to be members, even if at some point in the future there be only one such initial member remaining.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(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.)

Beverly S. Eckhardt

Typed or printed name of signer

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