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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: S & A Investment Holdings, LLC  
(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:

Jimmy Luckey

(Name of Person)

Owen L. Luckey, Jr. Attorney at Law

(Firm/Company)

PO Drawer 1820

(Address)

LaBelle, FL 33975

(City/State and Zip Code)

For further information concerning this matter, please call:

Jimmy Luckey

(Name of Person)

at ( 863 ) 675-7111

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

S & A Investment Holdings, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is S & A Investment Holdings, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 150 South Industrial Loop LaBelle, FL 33935, and the street address of the place of business for the Company is 150 South Industrial Loop, FL 33935. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Owen L. Luckey, Jr. and the initial registered office is located at 90 Howe Ave, LaBelle, FL 33935.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

Name:

Position:

PM INVESTMENTS, LLC  
Valken Inc..

MEMBER  
MEMBER

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at LaBelle, Florida, on June 7, 2006.

S & A Investment Holdings, LLC  
a Florida limited liability company

By:

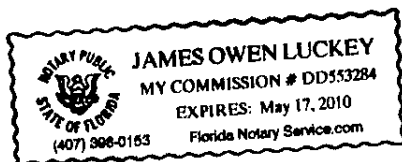
Juan A. Perez  
Member PM Investments, LLC

STATE OF FLORIDA  
COUNTY OF Harris

The foregoing instrument was acknowledged before me on June 7, 2006, by Juan A. Perez as Member of PM INVESTMENTS, LLC which is a member of S & A Investment Holdings, LLC who produced a Florida Driver's License as identification.

Notary Public — State of Florida

(Seal)

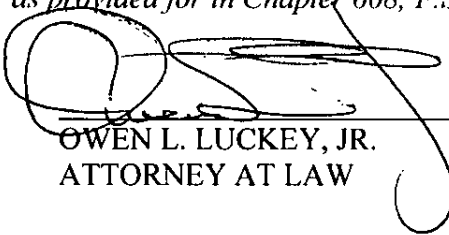


REGISTERED AGENT  
S & A Investment Holdings, LLC,

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

OWEN L. LUCKEY, JR.  
90 HOWE AVE  
LABELLE, FL 33935

*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..*



OWEN L. LUCKEY, JR.  
ATTORNEY AT LAW

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F.H.E.L.  
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