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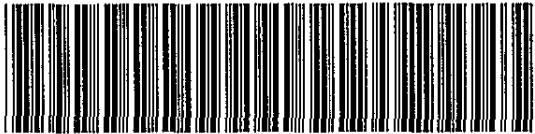
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAL SPENCE, P.A.

Attorney at Law

221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32169-5239
386-427-5227
(FAX) 386-423-3909
e-mail: HSpencePA@aol.com

November 26, 2002

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: E & M, L.L.C.

Dear Sir:

Enclosed is the original and one copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$155.00 for the filing fee and **one** certified copy.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/tm

Enclosures

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02 NOV 27 AM 9:21
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
E & M, L.L.C.**

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability Company shall be E & M, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 2521 Westwood Avenue, New Smyrna Beach, Volusia County, Florida 32168.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the limited liability Company, E & M, L.L.C., is 2521 Westwood Avenue, New Smyrna Beach, Florida 32168, and the mailing address of the Company is 2521 Westwood Avenue, New Smyrna Beach, Volusia County, Florida 32168.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage and to transact any lawful business for which a limited liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability Company under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Hal Spence, 221 N. Causeway, New Smyrna Beach, Florida 32169.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

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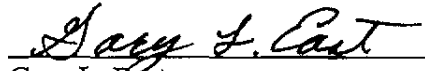
ARTICLE X - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:


<u>NAME</u>	<u>ADDRESS</u>
Gary L. East	136 Brady Hills Drive Port Orange, FL 32129
Russell B. Moore	2521 Westwood Avenue New Smyrna Beach, FL 32168

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at New Smyrna Beach, Volusia County, Florida, for the foregoing uses and purposes this 26th day of November, 2002.



Gary L. East

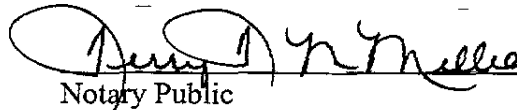


Russell B. Moore

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME personally appeared GARY L. EAST and RUSSELL B. MOORE, to me well known to be the organizers of the above limited liability Company and who subscribed the above Articles of Organization, and they freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this the 26th day of November, 2002.


Notary Public

Terry T. McMillan
Printed Name of Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Terry T. McMillan
MY COMMISSION # CC895857 EXPIRES
January 9, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known

Produced Identification

Type of Identification Produced

Florida driver's License

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of E & M, L.L.C., as the registered agent of this limited liability Company, hereby consents to his appointment as registered agent of the Company.



Hal Spence, Registered Agent

EXHIBIT "A"

Gary L. East

\$100.00

Russell B. Moore

\$100.00

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TALLAHASSEE, FLORIDA