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September 1, 2000

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****125.00 ****125.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PIAS FAMILY LEESBURG, LLC
File Number: 00-M-0394

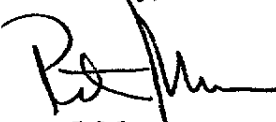
Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for PIAS FAMILY LEESBURG, LLC. and the Acceptance. Also enclosed is a check in the amount of \$125.00 to cover the cost of filing same.

Please file the enclosed Articles and send us confirmation in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Sincerely,


Peter J. Munson

PJM/ne
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

PIAS FAMILY LEESBURG, 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 **PIAS FAMILY LEESBURG, L.L.C.** ("Company").

Article II - Principal Place of Business and Address

The principal place of business and the address of the Company in Florida shall be 2211 S. Florida Avenue, Lakeland, Florida 33803. The mailing address and the principal addresses are the same.

Article III - Duration

The Company shall have perpetual duration.

Article IV - Purposes and Powers

The general purpose for which the Company is organized is to build, own and lease retail stores located in Leesburg, Florida, 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.

Article V - Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is **W.R. FORTIN**, 2211 S. Florida Avenue, Lakeland, Florida 33803.

Article VI - Management

The management of the Company shall be reserved to its Manager, whose name and address is as follows: _____

W.R. FORTIN

2211 S. Florida Avenue
Lakeland, Florida 33803

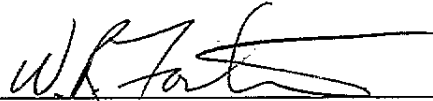
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Regulations

The members of the Company shall hereafter adopt the Regulations for the setting forth all the terms, provisions, conditions and covenants by which the Company will be governed.

IN WITNESS WHEREOF, the undersigned member has made a subscribed these Articles of Organization at Lakeland, Florida, for the foregoing uses and purposes this 31st day of August, 2000.

FORTIN FAMILY PARTNERSHIP



By: W.R. Fortin, General Partner

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on this 31st day of August, 2000.

W.R. FORTIN, who is personally known to me.

(Notary Seal)

Notary Public



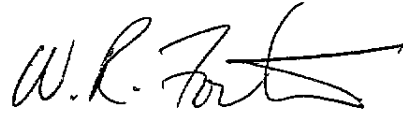
PETER J. MUNSON
COMMISSION # CC 646589
EXPIRES JUN 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
00 SEP 05 PM 10:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE

Having been named to accept service of process for the above-stated Company at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 31st day of August, 2000.



W.R. FORTIN, Registered Agent

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TALLAHASSEE, FLORIDA