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Faircloth Industries
Rt. 20 box 1082
Lake City, FL 32055

900003423339--6
-10/12/00-01079-014
***130.00 ***130.00

October 9, 2000

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

To Whom It May Concern:

I have enclosed the articles of incorporation for Faircloth Industries as a limited liability corporation. I have included a check for \$130.00 to pay for the filing fee, designation of a registered agent and the certificate of status. Thank you for your help with this matter and please contact me at 904-362-1001 from 8 a.m. to 5 p.m. Monday through Friday.

Sincerely,

Delaney Faircloth
Delaney Faircloth

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00 OCT 12 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt

10/17

**ARTICLES OF ORGANIZATION
OF
FAIRCLOTH INDUSTRIES, LLC**

The undersigned person, acting as Organizer for the purpose of forming a business limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

Article 1. The name of the limited liability company is Faircloth Industries, LLC.

Article 2. The principal place of business of the company is Route 20 Box 1082,
Lake City, Florida, 32055.

Article 3. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, and to have all powers which are afforded limited liability companies under the laws of the State of Florida.

Article 4. The duration of this limited liability company shall be perpetual.

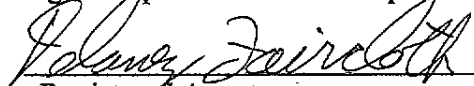
Article 5. The number of members of this limited liability company is two.

Article 6. The names and addresses of the initial members of this limited liability company are as follows:

Delaney Faircloth - Route 20 box 1082, Lake City, Florida, 32055.
Wendy Faircloth - Route 20 box 1082, Lake City, Florida, 32055.

Article 7. The initial REGISTERED AGENT of this limited liability company is
Delaney Faircloth, social security # 267-65-4070:

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 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, FS.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 8 . The initial address of the office of the registered agent of this limited liability company is Route 20 box 1082, Lake City, Florida, 32055, in the County of Columbia, State of Florida .

Article 9. The total amount of initial capitalization of this limited liability company is \$10,000 .

Article 10. The company will be managed by the following members only:

Delaney Faircloth - Route 20 box 1082, Lake City, Florida, 32055.
Wendy Faircloth - Route 20 box 1082, Lake City, Florida, 32055.

Article 11. The company reserves the right to admit new members at any time.

Article 12. The company reserves the right to continue without dissolution, under the terms as set forth in the Company Operating Agreement, upon any act which might otherwise cause the dissolution of the company or the dissociation of a member under the laws of the State of Florida.

Article 13. This limited liability company adopts the following additional articles:

I certify that all of the facts stated in these Articles of Organization are true and correct and are made for the purpose of forming a business limited liability company under the laws of the State of Florida.

Delaney Faircloth
Signature of Organizer

10/5/00
Date

x Delaney Faircloth

10/5/00

Zannie



Zannie L. Little
My Commission CC914538
Expires February 17, 2004

FILED
00 OCT 12 AM 9:35
TALLAHASSEE, FLORIDA

10/6/00