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LAW OFFICES OF
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RONALD C. WHITE
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November 14, 2000

Florida Division of Corporations
Attention: Corporate Filing Department
409 East Gaines Street
Tallahassee, FL 32399

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-11/15/00--01115--003
****125.00 ****125.00

RE: STARLING & ASSOCIATES, LLC

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Organization of **STARLING & ASSOCIATES, LLC** to be forwarded to the Secretary of State for **immediate filing**. Also enclosed is an original and one copy of a Certificate.

In addition, I have enclosed a check payable to the Secretary of State in the amount of **\$125.00** for the filing fee and registered agent's fee (\$100.00 filing fee and \$25.00 registered agent fee).

PLEASE FAX US CONFIRMATION THAT THE FILING HAS OCCURRED.
(But don't fax the entire Articles - just a sheet saying Articles have been filed)

Thank you for your assistance with this matter.

Very truly yours,

Ronald C. White
RONALD C. WHITE

RCW/sc
Enclosures

MA\CLIENTS\S\Starling & Associates, LLC\Filing Letter.wpd

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-14343
De

ARTICLES OF ORGANIZATION
OF
STARLING & ASSOCIATES, L.L.C.
a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is
STARLING & ASSOCIATES, L.L.C., (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 523 South 59th Street, St. Petersburg, Florida 33707.

ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

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NOV 15 PM 5:00
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TALLAHASSEE, FLORIDA

ARTICLE V MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI MEMBERS

The names and addresses of the initial members are as follows:

Starling & Associates, Inc.
P.O. Box 569
Reddick, Florida 32686.

Blue Run Bubbling Springs, L.L.C..
523 South 59th Street
St. Petersburg, Florida 33707.

Farley & Associates, Inc.
P.O. Box 1696
Palm City, Florida 34991.

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NOV 15 PM 5:00
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TALLAHASSEE, FLORIDA

ARTICLE VII MEMBER VOTING

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE VIII ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

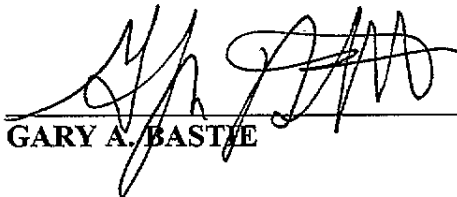
These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

**ARTICLE X
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 523 South 59th Street, St. Petersburg, Florida 33707. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Gary A. Bastie. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 14th day of November, 2000.



GARY A. BASTIE

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF STARLING & ASSOCIATES, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

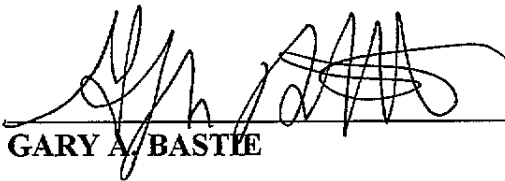
1. The name of the Limited Liability Company is:

STARLING & ASSOCIATES, L.L.C.

2. The name and Florida street address of the registered agent is:

**GARY A. BASTIE
523 South 59th Street
St. Petersburg, Florida 33707
(727) 341-1217**

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, Florida Statutes.



GARY A. BASTIE

November 14, 2000
(DATE)

Filing Fee: \$25.00 for Designation of Registered Agent

FILED
ON NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA