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MJH

November 28, 2000

Secretary of State  
Corporations Division  
Post Office Box 5588  
Tallahassee, Florida 32314

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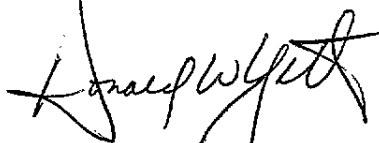
Re: Stardusters Workshop, L.C. Articles of Organization

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Stardusters Workshop, L.C. and my firm check number 7205 in the amount of \$125.00 to cover the filing cost thereof.

Please file the original and return a copy to me along with the Certificate of Organization.

Respectfully,



DONALD W. YETTER, Esquire

DWY/fs

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 30 PM 5:59

THIS INSTRUMENT PREPARED BY:

DONALD W. YETTER, Esquire  
Donald W. Yetter, P.A.  
406 Thirteenth Street West  
Post Office Box 9335  
Bradenton, Florida 34206  
941/749-1402

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ARTICLES OF ORGANIZATION

OF

STARDUSTERS WORKSHOP, L.C.

ARTICLE I - NAME

THE NAME OF THIS Limited Liability Company shall be  
STARDUSTERS WORKSHOP, L.C.

ARTICLE II - ADDRESS

THE MAILING ADDRESS and street address of the principal  
office of the Limited Liability Company shall be 875 Indian  
Beach Drive, Sarasota, Florida 34234.

ARTICLE III - DURATION

THE PERIOD OF DURATION for this Limited Liability Company  
shall be until (i) the death, retirement, resignation and/or  
dissolution of a member of the Limited Liability Company; (ii)  
the occurrence of any other event that terminates the continued  
membership of a member in the Limited Liability Company; (iii)  
the Limited Liability Company is dissolved in a manner provided  
by law; or (iv) as further provided in the regulations of the  
Limited Liability Company as adopted by the members. The  
members of the Limited Liability Company shall have a right to  
continue the business of the Limited Liability Company on the  
unanimous consent of the remaining members.

ARTICLE IV - MANAGEMENT

THIS LIMITED LIABILITY COMPANY is to be managed by "Managers" and the names and addresses of the persons or entities who are to serve as such Managers are:

ENGLISH S. DesCHAMPS, IV  
5411 - 8th Avenue Drive West  
Bradenton, Florida 34209

SUSAN K. DIFFATTE  
875 Indian Beach Drive  
Sarasota, Florida 34234

GREG BAKER  
4803 - 15th Street East  
Bradenton, Florida 34203

ARTICLE V - MEMBERSHIP RESTRICTIONS

MEMBERS OF THE LIMITED Liability Company shall have a right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of such members admission to this Limited Liability Company.

A MEMBER'S INTEREST in this Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of all of the members of the Limited Liability Company.


ON THE DEATH, RETIREMENT, resignation or dissolution of a member of this Limited Liability Company, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members of the Limited Liability Company shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

THE STREET ADDRESS of the initial Registered Office of this Limited Liability Company is 875 Indian Beach Drive, Sarasota, Sarasota County, Florida 34234. The name of the Limited Liability Company's initial Registered Agent at that address is SUSAN K. DIFFATTE.

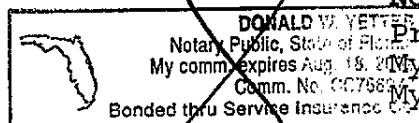
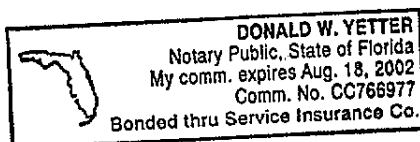
THE UNDERSIGNED BEING an original member of this Limited Liability Company certifies that this instrument constitutes the proposed Articles Of Organization of STARDUSTERS WORKSHOP, L.C.

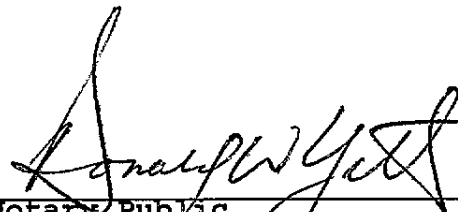
EXECUTED BY THE undersigned in Bradenton, Manatee County, Florida, on November 28, 2000.

  
SUSAN K. DIFFATTE

STATE OF FLORIDA  
COUNTY OF MANATEE

THE FOREGOING instrument was acknowledged before me on this 28th day of November, 2000, by SUSAN K. DIFFATTE, who is personally known to me or who produced a valid Drivers License issued by the State of Florida as identification.



  
Notary Public

Print Name:

Commission Expires:

Commission Number:

ACCEPTANCE OF REGISTERED AGENT

PURSUANT to Section 608.407(2), Florida Statutes, the following is submitted in compliance with said statute: That STARDUSTERS WORKSHOP, L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles Of Organization, in the County of Sarasota, State of Florida, has named SUSAN K. DIFFATTE, whose address is 875 Indian Beach Drive, Sarasota, Florida 34234, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING been named to accept service of process for STARDUSTERS WORKSHOP, L.C., at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statute, relative to keeping open said office.

DATED: November 28, 2000.

REGISTERED AGENT:

  
SUSAN K. DIFFATTE