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February 7, 2001

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Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: McCullough Enterprises, LLC

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$155.00 is enclosed in payment of the filing fee, resident agent fee and the certified copy.

Sincerely yours,

Terry McDavid
db

Terry McDavid

TM/db

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR
McCULLOUGH ENTERPRISES, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is: McCullough Enterprises, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1540 South Ohio Avenue
Live Oak, FL 32060

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 December 31, 2099, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

A.L. McCullough
9585 178th Street
McAlpin, FL 32062

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the

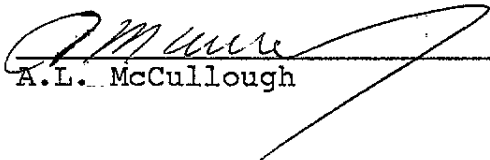
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company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the 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 VI - Members Rights to Continue Business:

The right, if given of the remaining members of the Limited Liability Company to continue the business 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 in the Limited Liability Company shall be:

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager , or on 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, provided that is a least one remaining member.


A.L. McCullough

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §608.415 OR §608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

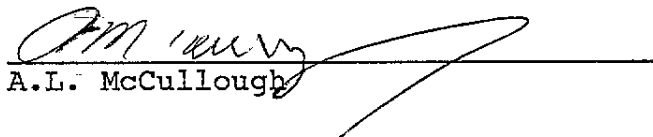
1. The name of the Limited Liability Company is:

McCullough Enterprises, LLC

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

A.L. McCullough
1540 South Ohio Avenue
Live Oak, FL 32060

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.


A.L. McCullough