

L: 010000003178

THOMAS M. EGAN
CHARTERED
LAWYER

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May 24, 2002

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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25.00

RE: Deanowayne Enterprises

Dear Sirs:

L01-3178

Enclosed, you will find the Original Restated Articles of Incorporation, along with a copy for return. Also, I have enclosed our trust check in the amount of \$ 150.00 for filing fee.

If you have any questions, please feel free to call our office.

Sincerely,

Melinda McKay

Melinda McKay
Legal Assistant
Encl.

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RESTATED ARTICLES OF ORGANIZATION
OF
DEANOWAYNE ENTERPRISES, L.L.C.

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. We further declare that these Articles have been filed previously on March 1, 2001, under Document Number L01000003178. This Restatement is for the sole purpose of adding signatures to the signature page. These Articles shall be the Charter and authority for the conduct of business of said limited liability company. —

ARTICLE I

NAME

The name of this limited liability company shall be DEANOWAYNE ENTERPRISES, L.L.C., and its principal place of business shall be in the City of Ocala County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any or such contracts.

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This shall be a MANAGER managed Company. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the MANAGING MEMBERS of this limited liability company, who shall be Wayne S. Anderson and Dean C. Scarbrough.

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV

EXISTENCE

This limited liability company shall exist until January 1, 2031, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located in the City of Ocala, County of Marion, State of Florida, and the post office address of said principal office of the corporation shall be 9243 SE 72 Avenue, Ocala, Florida 34472.

ARTICLE VI

MEMBERS

The members of this limited liability company are as follows: Wayne S. Anderson and Suzanne J. Anderson, his wife (50%) and Dean C. Scarbrough and Caren G. Scarbrough, his wife (50%). Management of the limited liability company shall be reserved to the Managing Members named in Article III above.

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 9243 SE 72 Avenue, Ocala, Florida 34472, and the name of the initial registered agent at that office is Wayne S. Anderson.

ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent.

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Contributions required of new members shall be determined as of the time of admission to the limited liability company.

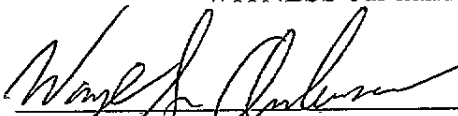
A member's interest in the limited liability company may not be sold, transferred, encumbered, pledged, or otherwise alienated except with unanimous written consent of members.

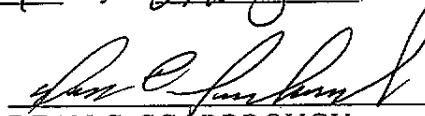
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members, subject to restrictions set forth in the Regulations and Member Agreement.

ARTICLE IX

WE, the undersigned, being the original members of the foregoing limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of DEANOWAYNE ENTERPRISES, L.L.C.

WITNESS our hands and Seals this 9 day of May, 2002.


WAYNE S. ANDERSON


DEAN C. SCARBROUGH

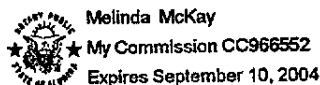

SUZANNE J. ANDERSON


CAREN G. SCARBROUGH

State of Florida, County of Marion

I HEREBY CERTIFY that on this 9 day of May, 2002 before me personally appeared Wayne S. Anderson and Suzanne J. Anderson, who produced FDI for identification and did not take an oath, and who acknowledged before me that he executed the foregoing Agreement for the purposes therein expressed. WITNESS my hand and official seal at Ocala, Florida, the day and year last above written.


Notary Public

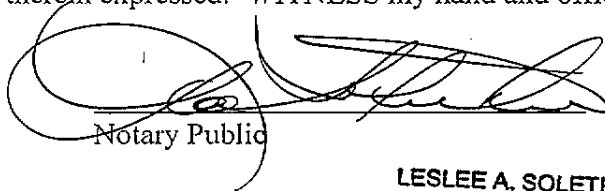


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State of Ohio

County of Wood

I HEREBY CERTIFY that on this 9th day of May, 2002 before me personally appeared Dean C. Scarbrough and Caren G. Scarbrough, who produced Driver's License for identification and did not take an oath, and who acknowledged before me that he executed the foregoing Agreement for the purposes therein expressed. WITNESS my hand and official seal the day and year last above written.


Notary Public

LESLEE A. SOLETER
Notary Public, State of Ohio
My Commission Expires August 6, 2002

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