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Florida Department of State

Division of Corporations

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To:
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Account Name : DANIEL HICKS, P.A.
Account Number : 075061003325
Phone : (352)351-3353
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LIMITED LIABILITY COMPANY

Florida Express Shavings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
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ARTICLES OF ORGANIZATION
OF
FLORIDA EXPRESS SHAVINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be FLORIDA EXPRESS SHAVINGS, LLC ("Company"). The principal office and mailing address of the Company in Florida shall be P.O. Box 5088, 5111 South Pine Avenue, Suite F, Ocala, Florida 34480.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Daniel Hicks, Daniel Hicks, P.A., 421 South Pine Avenue, Ocala, Florida 34474-4175.

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ARTICLE V
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

NAME	CAPITAL CONTRIBUTION	%	Membership Units
John A. Paglia, Jr.	$8,750.00	43.75%	3500
Michael D. Paglia	$8,750.00	43.75%	3500
Jim Whitbeck	$1,250.00	6.25%	500
Vivian McIntyre	$1,250.00	6.25%	500
Authorized			2000

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ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as such times and in such amounts as may be provided in the regulations adopted by the Members or, in lieu thereof, only upon the unanimous consent of all the Members.

ARTICLE VII
ADMISSION OF NEW MEMBERS
(TRANSFERABILITY OF INTERESTS)

No additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and upon 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 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.

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ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or Manager, or upon the occurrence of any other event that terminates the continued membership of a Member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining Members, provided there are at least two (2) remaining Members.

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ARTICLE IX
MANAGEMENT (MANAGEMENT BY MANAGERS)

The Company shall be managed by a Manager or Managers in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company shall have one (1) manager. Any Manager may sign any and all documents on behalf of the Company. The names and addresses of the Initial Manager of the Company is:

NAME	ADDRESS
Michael D. Paglia	5111 South Pine Avenue, Suite F, Ocala, Florida 34480

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 29 day of March, 2001.

Michael D. Paglia

John A. Paglia, Jr.

Jim Whitbeck

Vivian McIntyre

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STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, **MICHAEL D. PAGLIA and JOHN A. PAGLIA, JR.**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal this 27 day of March, 2001

MY COMMISSION # CC 830474
EXPIRES: May 14, 2003
Bonded Thru Pichard Insurance Agency

Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, **JIM WHITBECK**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal this 28th day of March, 2001

Notary Public, State of Florida

Diane M. Carrizzo
Commission # CC 807282
Expires Feb. 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, **VIVIAN McINTYRE**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that she executed said instrument for the purposes therein expressed, and that she is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal this 28th day of March, 2001

Notary Public, State of Florida

Diane M. Carrizzo
Commission # CC 807282
Expires Feb. 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above-stated limited liability company at the place designated in this statement, 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 obligation of my position as registered agent.

Dated, this 29 day of March, 2001.

Daniel Hicks

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 and address of the limited liability company is FLORIDA EXPRESS SHAVINGS, LLC, P.O. Box 5058, 5111 South Pine Avenue, Suite F, Ocala, Florida 34480.

2. The name and address of the registered agent and office is: Daniel Hicks, Daniel Hicks, P.A., 421 South Pine Avenue, Ocala, Florida 34474-4175.

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.

Daniel Hicks

March 29, 2001

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of FLORIDA EXPRESS SHAVINGS, LLC deposes and says:

1) The above named limited liability company has at least one Member.

2) The total amount of cash contributed by the Member(s) is:

Michael D. Paglia	$8,750.00	43.75%	3500
John A. Paglia, Jr.	$8,750.00	43.75%	3500
Jim Whitbeck	$1,250.00	6.25%	500
Vivian McIntyre	$1,250.00	6.25%	500

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3) The total amount of cash and/or value of any property anticipated to be contributed by Member(s) is $20,000.00 total includes amounts from paragraph 2) above.

Michael D. Paglia

John A. Paglia, Jr.

Jim Whitbeck

Vivian McIntyre