



Alan D. Henderson
Frank R. Keasler Jr.

May 22, 2001

Robert H. Sturgess
Sean A. Espenship

VIA FEDERAL EXPRESS
USA AIRBILL #825693765110

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***155.00 ***155.00

Re: J&S Management Distributors, LLC

Dear Madam/Sir:

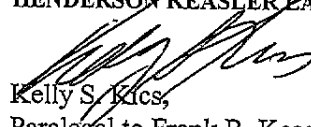
Enclosed for filing are the Articles of Organization and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$155.00 for filing fees as follows:

Articles of Organization:	\$100.00
Designation of Registered Agent:	25.00
Certified Copy of Articles of Organization:	<u>30.00</u>
TOTAL:	\$ 155.00

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Organization.

If you have any questions in this regard contact our firm.

Sincerely,
HENDERSON KEASLER LAW FIRM


Kelly S. Kics,
Paralegal to Frank R. Keasler, Jr., Esq.
KK/k
Enclosures
cc: J&S Management Distributors, LLC

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**ARTICLES OF ORGANIZATION
OF
J&S MANAGEMENT DISTRIBUTORS, LLC**

"Limited Liability Company"

The person(s) set forth in Article 4 below, hereby form(s) a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2000), and adopt as the Articles of Organization of such limited liability company the following:

Article I.
Name

The name of the limited liability company: **J&S MANAGEMENT DISTRIBUTORS, LLC** (the "Company").

Article II.
Purpose for Organization

The Company shall enjoy unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter enabled and allowed under § 608.404, Florida Statutes, or otherwise permitted by law for a limited liability company.

Article III.
Address

1. The address of the Company's principal place of business is:

558 Matterhorn Road
Jacksonville, Florida 32216

2. The mailing address of the company is:

558 Matterhorn Road
Jacksonville, Florida 32216

3. The name and address of the registered agent in the State of Florida:

Name

Address

Frank R. Keasler, Jr.

Henderson Keasler Law Firm, P.A.
4309 Pablo Oaks Court, Suite Five
Jacksonville, Florida 32224

FILED
01 MAY 23 PM 05:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Article IV.
Capital

The capital interest, total amount of cash and description and agreed value of property other than cash contributed respectively by each Member is provided in the Operating Agreement of the Company.

Article V.
Additional Contributions

Additional contributions shall be made at such times and in such amounts as determined by the Company's Members as provided in the Operating Agreement of the Company.

Article VI.
Additional Members

Additional Members may be admitted at such times and on such terms and conditions as the Members may agree as provided in the Operating Agreement of the Company.

Article VII.
Company Management

The management of the Company is reserved to the Members. The names and addresses of the Members are:

<u>Member's Name</u>	<u>Address</u>
Richard A. Jones	558 Matterhorn Rd., Jacksonville, FL 32216
Larry J. Surber	4280 Packard Dr., Jacksonville, FL 32246

Article VIII.
Other Provisions

Other provisions for the regulation of the internal affairs of the Company are as follows:

10.1 The Company shall indemnify an individual made a party to a proceeding because of being a manager, Member, officer, organizer, employee or agent of the Company, against liability incurred in the proceeding, if:

- (i) All conduct was in good faith;
- (ii) The conduct was not opposed to the Company's best interest; and
- (iii) In any criminal proceeding said individual is acquitted.

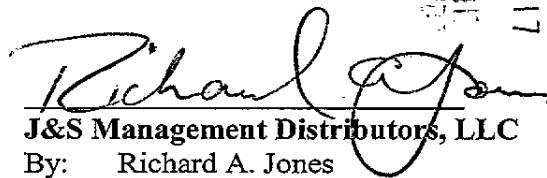
10.2 Indemnification shall also be provided for any individual's conduct with respect to any employee benefit plan if the Members reasonably conclude such conduct was in the interests of the participants in and beneficiaries of such plan.

10.3 The Company may pay for or reimburse the reasonable expenses incurred by a manager, Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (i) The individual furnishes the Company a written affirmation that the standard of conduct described herein was met; and
- (ii) The individual furnishes the Company a signed written instrument executed personally to repay the advance if it is ultimately determined such conduct did not meet the required standard of conduct.

10.4 The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, Member, officer, organizer, employee or agent may be entitled under any regulation, agreement, vote of disinterested Members or otherwise. The Articles of Organization shall not be interpreted to limit all indemnification or rights to advancement for expenses of an individual who may otherwise be entitled thereto. These Articles of Organization shall be interpreted as allowing indemnification and advancement of expenses to the extent permitted by law.

10.5 The Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same. The Company releases any organizer from all liability for any such act as organizer not involving willful or grossly negligent misconduct.


J&S Management Distributors, LLC
By: Richard A. Jones
Its. Managing Member
Date: 22 May, 2001

NOTARY ACKNOWLEDGEMENT FOLLOWS ON PAGE 4

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 22 day of _____, 2001, by Richard A. Jones, () who is personally known to me or () who has produced JS20-741-64-173 as identification.

Sean A. Espenship

Notary Public, State of Florida at Large

Printed Name: SEAN A. ESPENSHIP

My Commission: _____



Sean A. Espenship
MY COMMISSION # CC888181 EXPIRES
November 15, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
01 MAY 23 PM 13:17
JACKSONVILLE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

J&S Management Distributors, LLC, desiring to organize under the Florida Limited Liability Company Act, with its principal office, as indicated in the foregoing Articles of Organization at the City of Jacksonville, County of Duval, State of Florida, named Frank R. Keasler, Jr., located at 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said organization, I hereby agree to act in this capacity and to comply with the provisions of said Act.



Frank R. Keasler, Jr., Registered Agent

FILED
01 MAY 23 01:19:17
CLERK OF COURT
JACKSONVILLE, FLORIDA