

0010000013169
COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON & HOLLAND

A LIMITED LIABILITY PARTNERSHIP

WADE H. COLEMAN
GEORGE T. TALLEY
C. GEORGE NEWBERN
THOMPSON KURRIE, JR.
RICHARD L. COLEMAN
EDWARD F. PRESTON
WILLIAM E. HOLLAND
R. CLAY POWELL
GREGORY T. TALLEY
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VALDOSTA, GA 31603-5437
TELEPHONE 229-242-7562
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August 3, 2001

OF COUNSEL
JOHN T. McTIER
B. LAMAR TILLMAN
(1912-1990)
HENRY T. BRICE
(1925-1976)

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

8/6

MMH

Re: Wally's, LLC

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-08/06/01--01053--005
****125.00 ****125.00

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the referenced limited liability company. Also, enclosed please find our check in the amount of \$125.00 in payment for filing the above documents.

If you find all in order, please file the above documents as per your custom.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Tom

Thompson Kurrie, Jr.

TK,jr:hef
Enclosures

cc: Walter R. Vazquez (via telecopier)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
WALLY'S LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: "Wally's LLC".

ARTICLE II - Address:

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

9540 S. W. 102nd Street
Miami, Florida 33716

ARTICLE III - Registered Agent and Registered Office

The name and the Florida street address of the registered agent is:

Walter R. Vazquez
9540 S. W. 102nd Street
Miami, Florida 33716
Tel: (305) 815-9205

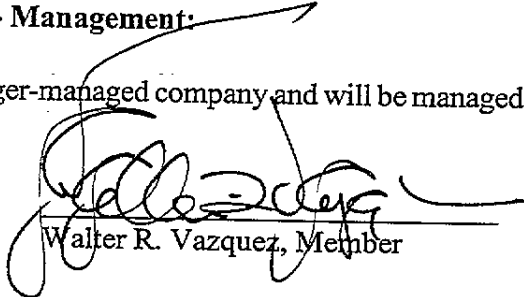
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV - Management:

The Limited Liability Company is a manager-managed company and will be managed by one or more managers.


Walter R. Vazquez, Member

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

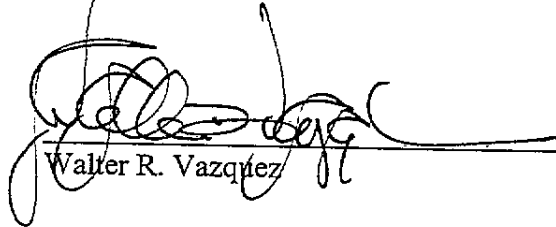
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415,
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 of the limited liability company is: WALLY'S LLC.
2. The name and address of the registered agent and office is:

Walter R. Vazquez
9540 S. W. 102nd Street
Miami, Florida 33716
Tel: (305) 815-9205

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed 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 regarding the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Walter R. Vazquez