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October 24, 2001

VIA UPS OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

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***133.75 ***133.75

Re: BALLYHOO NATIONAL, LLC

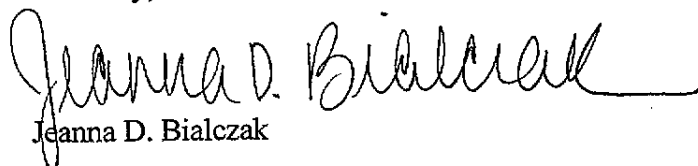
To Whom It May Concern:

LO1-18629

Enclosed is an original and one copy of the Articles of Organization of BALLYHOO NATIONAL, LLC, and a check in the amount of \$133.75 for filing fees and one certified copy, payable to Florida Department of State. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Organization to the undersigned, in the enclosed self addressed stamped envelope, at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,


Jeanna D. Bialczak

JDB/
Enclosures

cc: Ballyhoo National, LLC

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ARTICLES OF ORGANIZATION
OF
BALLYHOO NATIONAL, LLC

The undersigned 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 immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be BALLYHOO NATIONAL, LLC, and its principal office shall be located at 3271 SW Rivers End Way, County of Martin, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be 3271 SW Rivers End Way, Palm City, Florida, 34990.

ARTICLE II
PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.
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 set forth in these Articles 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 the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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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, and to perform and carry out, assign, cancel, or rescind any of 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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 power set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business 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 way 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

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 members of this limited liability company. 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.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by at least one (1) manager, and is therefore, a manager-managed company. The names and addresses of the persons who shall serve as co-managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Lawrence D. Mueller
3271 SW Rivers End Way
Palm City, Florida, 34990

Donald W. Edwards
3271 SW Rivers End Way
Palm City, Florida, 34990

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business of the limited liability company with the unanimous consent of the remaining members.

ARTICLE VI DURATION

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

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

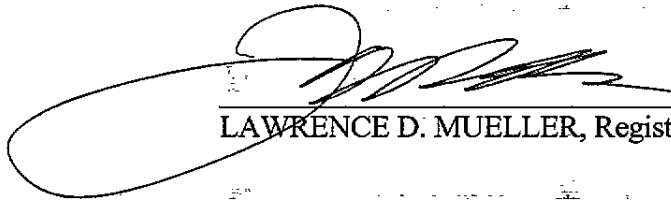
The address of the initial registered office of the limited liability company is 3271 SW Rivers End Way, Palm City, Florida 34990, and the name of the company's initial registered agent at that address is Lawrence D. Mueller.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, BALLYHOO NATIONAL, LLC, at the place designated in the foregoing Articles of Organization, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 24th day of October, 2001

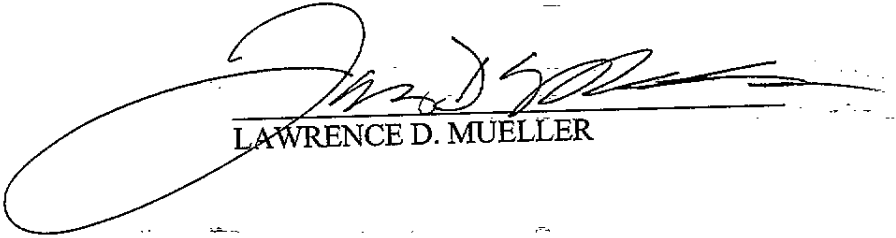
A large, stylized handwritten signature in black ink, appearing to read 'L. Mueller', is written over a horizontal line.

LAWRENCE D. MUELLER, Registered Agent

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of BALLYHOO NATIONAL, LLC.

Executed by the undersigned at Martin County, Florida, on October 24, 2001.


LAWRENCE D. MUELLER

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