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Lake Wales
 December 12, 2001

Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

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 -12/26/01--01037--003
 *****155.00 *****155.00

Re: J & L Holding LLC

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Organization for the above named proposed Florida company. Also enclosed is this firm's \$155.00 check, representing payment of the following fees: \$100.00 filing fee for the Articles of Organization; \$25.00 designation of registered agent fee; and \$30.00 certified copy fee.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn
 Peterson & Myers, P.A.
 P.O. Box 1079
 Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

PETERSON & MYERS, P.A.



Jacob C. Dykxhoorn

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Name	
Address	
Document	DCC
Fee	DCC
Receipt	DCC
JCD/bv	DCC
Enclosures	DCC
cc: Lynn Hazlett	DCC
cc: [unclear]	DCC

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ARTICLES OF ORGANIZATION

OF

J & L HOLDINGS LLC

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

ARTICLE I -- NAME

The name of this limited liability company is **J & L Holdings LLC** (the "company").

ARTICLE II -- ADDRESS

The company's mailing address and the street address of the company's principal office shall initially be **775 South Ilakee Avenue, Lake Alfred, FL 33850**.

ARTICLE III -- DURATION

The company's existence shall be perpetual, beginning upon the date and time these articles of organization are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the company's operating agreement, or by applicable law.

ARTICLE IV -- PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business in which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE V -- REGISTERED AGENT

The name and Florida street address of the company's initial registered agent for service of process in the State of Florida are: **Jacob C. Dykxhoorn, 130 East Central Avenue, Lake Wales, Florida 33853**.

ARTICLE VI -- MANAGEMENT

The company shall be a manager-managed company. The company shall be managed by one or more

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TALLAHASSEE, FLORIDA

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managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company.

The name and address of the company's initial manager, who shall serve as the manager of the company until his or her successor has been elected and qualified, are:

Initial Manager: **JoBee Hazlett**
775 South Ilakee Avenue
Lake Alfred, Fl 33850

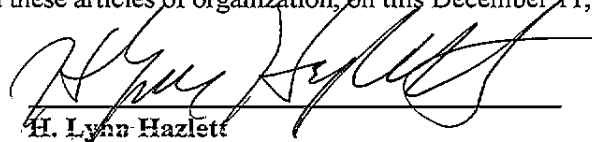
ARTICLE VII -- OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the operating agreement for the company shall be vested in the members of the company. The operating agreement may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Any provision of the operating agreement adopted by the members may be repealed or altered and new provisions may be adopted by the members, in accordance with the operating agreement or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE VIII -- AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizer, being a member, or authorized representative of a member, of the company, has made and subscribed these articles of organization, on this December 11, 2001.



H. Lynn Hazlett


STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this December 11, 2001, by **H. Lynn Hazlett**, who is personally known to me or has produced a driver's license as identification.



(SEAL)



Notary Public
Name of Notary: BETTY VAN DELLEN
Commission Expires: 10-22-04

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ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of **J & L Holdings LLC**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: December 11, 2001



Jacob C. Dykxhoorn
Registered Agent

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