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Division of Corporations
 Fax Number : (850) 205-0383

From:

Account Name : QUARLES & BRADY LLP
 Account Number : I20000000067
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LIMITED LIABILITY COMPANY

James Marcus, L.L.C.

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**ARTICLES OF ORGANIZATION OF JAMES MARCUS,
L.L.C., A LIMITED LIABILITY COMPANY**

The undersigned, being members, are authorized to execute and file these Articles, and hereby certify that:

ARTICLE I - Name:

The name of the limited liability company is James Marcus, L.L.C.

ARTICLE II - Address And Registered Agent:

The mailing address and street address of the principal or business office of the limited liability company is: 700 11th Street South, PH3, Naples, Florida 34102. Toni Sparkman is the registered agent at that address.

ARTICLE III - Duration:

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - Management:

The limited liability company is to be managed by four managers and the names and addresses of the persons who are to serve as managers are H.A. Street, P.O. Box 2100, 339 West Main Street, Grundy, VA 24614-2100, Edith Street, P.O. Box 792, Grundy, VA 24614, Toni Sparkman, 700 11th Street South, PH3, Naples, FL 34102 and Dan Street, P.O. Box 2100, Grundy, VA 24614 until and unless a successor is elected and qualifies.

ARTICLE V - Admission of Additional Members:

Additional members may be admitted by consent of the members under such terms as are set by the members and are consistent with these Articles and the Operating Agreement.

ARTICLE VI - Members' Rights to Continue Business

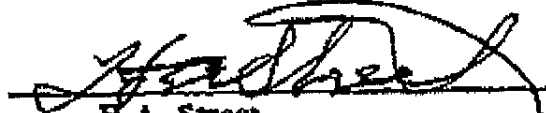

If there are any remaining members of the limited liability company they may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company unless three-fourths of the members vote to terminate the business.

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ARTICLE VII - Members Rights

Pursuant to section 608.4235 of the Florida statutes, no member of the limited liability company other than the managers shall be an agent of the company solely by virtue of being a member, and no member other than the managers shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any ~~agreement~~ ^{agreement} of the company as defined in Florida statutes section 608.402(24) must be in writing and signed by all the initial members.

IN WITNESS WHEREOF, WE have signed these Articles of Organization and acknowledged them to be our free act this 31 day of January, 2002.


H.A. Street

Edith Street

(In accordance with section 608.408(3), Florida statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the ~~facts~~ ^{statements} herein are true.)

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

**PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND
608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED
LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED
AGENT IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is James Marcus,
L.L.C.

2. The name and the Florida street address of the registered
agent and registered office are: Toni Sparkman, 700 11th Street South,
PH3, Naples, FL 34102. C/O STEVEN E. CLARK, CPA, PA

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 that 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.


Toni Sparkman

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