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January 29, 2002

VIA UPS NEXT DAY AIR

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

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**Re: Articles of Organization
BAILEY GRANITE, L.L.C.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Organization for the above-referenced corporation. Also, enclosed are the Certificate of Designation of Registered Agent/Registered Office and Affidavit of Membership and Contributions. You will also find enclosed this firm's check payable to the Florida Dept. of State in the amount of \$155.00, representing the following fees:

\$100.00	Filing Fee
\$ 25.00	Registered Agent Designation
<u>\$ 30.00</u>	Certified Copy
\$155.00	Total

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,

Archie O. Lowry, Jr.
Archie O. Lowry, Jr.

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TALLAHASSEE, FLORIDA

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Enclosures

ARTICLES OF ORGANIZATION
OF
BAILEY GRANITE, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be BAILEY GRANITE, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2320 W. Montclair Rd., Leesburg, FL 34748.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall terminate not later than the company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Elijah Bailey. The address of Company's registered office in Florida is 2320 W. Montclair Rd., Leesburg, FL 34748.

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence


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of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

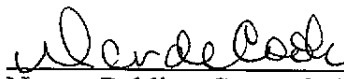
The company shall be managed by the members in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

NAME	ADDRESS
Philip Steven Shibler	15967 110 Ave., N. Jupiter, FL 33478
Bailey Industries, Inc.	2320 W. Montclair Rd. Leesburg, FL 34748

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Leesburg, Florida, on Jan 28, 2002.


Elijah Bailey, as Resident of
Bailey Industries, Inc.

Sworn to and subscribed before me this 28th day of January, 2002, by Elijah Bailey.


Notary Public - State of Florida
Print Name: Wende Cook

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

Personally Known X
OR
Produced Identification _____

Type of Identification Produced: n/a

(SEAL)

WENDE L COOK
Notary Public - State of Florida
My Commission Expires May 8, 2003
Commission # CC 824987

client\bailey\Bailey Granite\articles

Certificate of Designation of Registered Agent/Registered Office--FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

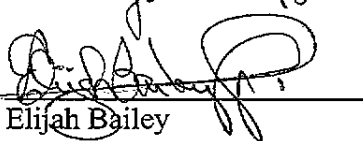
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is BAILEY GRANITE, L.L.C.

(2) The name and address of the registered agent and office is: Elijah Bailey, 2320 W. Montclair Rd., Leesburg, FL 34748.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated 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 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.

Dated: Jan 28, 2002


Elijah Bailey

client\bailey\Bailey Granite\cert.desig

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TALLAHASSEE, FLORIDA