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R. NEIL JOHNSON

May 28, 2002

Y/BV

CC

MJH

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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-05/31/02--01001--004
***155.00 ***155.00

RE: M & S of Spruce Creek Developments, LLC


Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Organization for filing for the above-captioned limited liability company and my Trust Account Check in the amount of \$155.00, which represents the filing fee and amount charged for the certified copy.

Please mail the certified copy of the Articles in the enclosed postage paid envelope.

Thank you,

Sincerely yours,


Ronald N. Johnson
Attorney at Law

RNJ/lb
enclosures

FILED
02 MAY 30 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
M & S OF SPRUCE CREEK DEVELOPMENTS, LLC**

The undersigned, for the purposed 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 M & S of Spruce Creek Developments, LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company is c/o Gustl Spreng, 2890 Malibu Court, Daytona Beach, FL 32124.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Attorney Ronald N. Johnson, 326 S. Grandview Avenue, Daytona Beach, FL 32118.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as follows:

1. Daytona Airport Hangars, Inc., the cash sum of Five Hundred (\$500.00) dollars.
2. Martin Property Development, LLC, the cash sum of Five Hundred (\$500.00) dollars.

(See the attached Affidavit of membership and contributions, which is incorporated herein and made a part hereof.)

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 its interest in the company as set forth in the regulations 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 its interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy or resignation of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

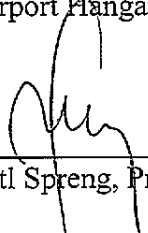
ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations 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 as follows:

1. Daytona Airport Hangars, Inc., c/o Gustl Spreng, 2890 Malibu Court, Daytona Beach, FL 32124
2. Martin Property Development, LLC, c/o Mark Martin, 208 Cessna Blvd., Daytona Beach, FL 32128

IN WITNESS WHEREOF, the undersigned organizer and as a member of this LLC, has made and subscribed these Articles of Organization at Daytona Beach, Florida, on this 25th day of May, 2002.

Member:
Daytona Airport Hangars, Inc.,

By: 
Gustl Spreng, President

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY, That on this 23rd day of May, 2002, before me personally appeared Gustl Spreng as President of Daytona Airport Hangars, Inc., a corporation under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing conveyance on behalf of the corporation, who is personally known to me.



Ronald N. Johnson
MY COMMISSION # CC953473 EXPIRES
September 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Ronald N. Johnson
Notary Public

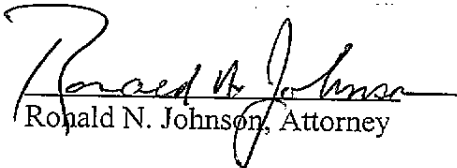
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608-507, M & S of Spruce Creek Developments, LLC 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 M & S of Spruce Creek Developments, LLC.
2. The name and street address of the registered agent in Florida are:
Attorney Ronald N. Johnson, 326 S. Grandview Avenue, Daytona Beach, FL 32118.

The undersigned, being the person named in the articles of Organization of M & S of Spruce Creek Developments, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designed in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent:


Ronald N. Johnson, Attorney