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Attorneys at Law

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J. HARRIS COOK

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PORT RICHEY, FLORIDA 34668
727/842-9105
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May 30, 2002

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **American Pride Enterprises, L.L.C.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Organization for **American Pride Enterprises, L.L.C.**

Also enclosed is our firm's check in the amount of \$133.75 representing the filing fee and a return certified copy.

If any further information is required, please do not hesitate to contact us.

Sincerely,


STEPHEN C. BOOTH

/klo
Enclosures

FILED
02 JUN -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

AMERICAN PRIDE ENTERPRISES, L. L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the Florida Limited Liability Company Act, F. S. Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare the following Articles of Organization 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: The name of the limited liability company shall be **American Pride Enterprises, L. L. C.** and its principal office shall be located at 8210 Galen Wilson Boulevard, Port Richey, FL 34668 but it shall have the power and authority to establish branch offices at other places as the members may designate and the mailing address of the Limited Liability Company is the same.

ARTICLE II. PURPOSES AND POWERS: Beside 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, 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 carry 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.
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 powers 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 or 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 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 the articles of organization. The names and addresses of the members of the company are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Dominic Piano	8210 Galen Wilson Boulevard Port Richey, FL 34668
Angelina Piano	8210 Galen Wilson Boulevard Port Richey, FL 34668
Charles Teelon	3032 South Peninsula Drive Daytona Beach, FL

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 on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS: Capital contributions shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by a majority of the ownership interests.

ARTICLE VII. PROFIT AND LOSSES:

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to a proportionate distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, according to their percentage of ownership.

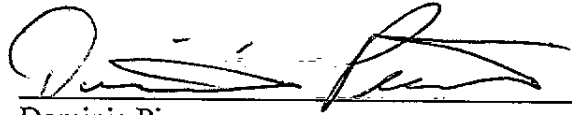
(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in their proportionate distributive shares.

ARTICLE VIII. 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 earlier dissolved as provided in these articles of organization.

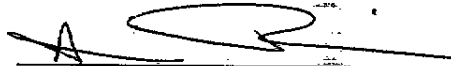
ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT: The address of the initial registered office of the limited liability company is Dominic Piano, and the name of the company's initial registered agent at that address is 8210 Galen Wilson Boulevard, Port Richey, FL 34668. The undersigned, being the original members of the limited liability, certify this instrument constitutes the proposed Articles of Organization of **American Pride Enterprises, L. L. C.**

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Port Richey, Florida, on the 30th day of May, 2002.

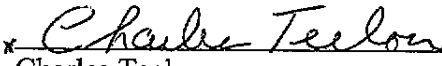
NAMES OF ORGANIZERS



Dominic Piano
8210 Galen Wilson Boulevard
Port Richey, FL 34668



Angelina Piano
8210 Galen Wilson Boulevard
Port Richey, FL 34668



Charles Teelon
3032 South Peninsula Drive
Daytona Beach, Florida

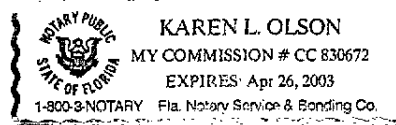
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CLERK OF DISTRICT COURT
FLORIDA

STATE OF FLORIDA:
COUNTY OF PASCO:

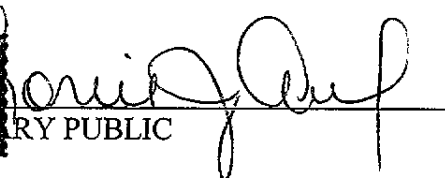
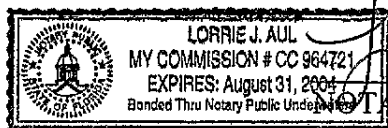
The foregoing instrument was acknowledged before me this 30th day of May, 2002 by Dominic Piano and Angelina Piano, who are personally known to me or who produced a Florida Driver's License as identification.


NOTARY PUBLIC

STATE OF FLORIDA:
COUNTY OF VOLUSIA:

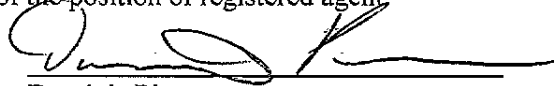


The foregoing instrument was acknowledged before me this 29 day of May, 2002 by Charles Teelon, who is personally known to me or who produced a Florida Driver's License as identification.


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of American Pride Enterprises, L. L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.



Dominic Piano
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMBER'S LETTER OF ACKNOWLEDGMENT

In connection with the ownership interest the undersigned owns in American Pride Enterprises, L. C., a limited liability company, the undersigned represent that such ownership interest is being acquired for investment and not with a view to, or for resale in connection with such ownership interest.

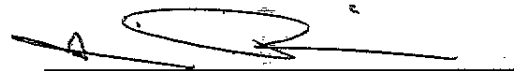
The undersigned intends to hold the ownership interest for investment for the account of the undersigned and does not intend to dispose of all or any part of such ownership interest.

The undersigned represents to the limited liability company that the undersigned has sufficient knowledge and experience in financial and business matters to evaluate the potential risk of this investment and that the undersigned has been afforded access to all information concerning the company that the undersigned may have reasonably requested.

The undersigned understands that the ownership interest will not have been registered under the Securities Act of 1933, as amended, by reason of a specific exemption under the provisions of the act and specifically recognizes that the Articles of Organization of the limited liability company specifically restrict the sale or transfer of the ownership interest without the unanimous consent of all of the members in the limited liability company.

The undersigned recognizes that the rights, preferences, privileges, restrictions, and obligations pertaining to the limited liability company are set forth in the Articles of Organization of the limited liability company, which must be consulted for an understanding thereof.

Very Truly Yours,



Angelina Piano

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned recognizes that the rights, preferences, privileges, restrictions, and obligations pertaining to the limited liability company are set forth in the Articles of Organization of the limited liability company, which must be consulted for an understanding thereof.

Very Truly Yours,



Dominic Piano

MEMBER'S LETTER OF ACKNOWLEDGMENT

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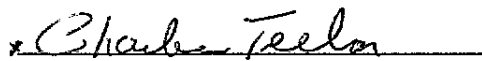
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Very Truly Yours,


Charles Teelon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA