

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Tallahassee, FL 32301
(850) 224-8877 • 1-800-331-8067 • FAX (850) 224-8878

LO2000014261

Fraine Development LLC

200005728072-7
-06/10/02-01034-005
****125.00 ****125.00

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

LO2-14261
JR

Signature _____

Requested by:
Name Date 6/10 Time

Walk-In Will Pick Up

ARTICLES OF ORGANIZATION
OF
FRAINE DEVELOPMENT, LLC

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 FRAINE DEVELOPMENT, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1391 Vinton Ave., Memphis, TN 38104.

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 earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is P. Colleen Coffield, 1719 S. County Highway 393, Santa Rosa Beach, FL 32459.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash or property.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

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 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 the other

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members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

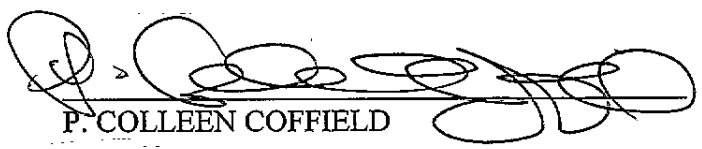
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and the affairs of the company. The regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

William G. Fraine 1391 Vinton Ave.
Memphis, TN 38104

Dawn M. Fraine 1391 Vinton Ave.
Memphis, TN 38104

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Santa Rosa Beach, Florida, on the 7th day of June, 2002.


P. COLLEEN COFFIELD

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 7th day of June, 2002, by P. Colleen Coffield who is personally known to me, or produced _____ as identification.


NOTARY PUBLIC

 Victoria A Matthews
My Commission CC934527
Expires May 9, 2003

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of FRAINE DEVELOPMENT, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above state 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 accepts the obligation of the position of registered agent.



P. COLLEEN COFFIELD
Registered Agent

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