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OVERSTREET, MILES, RITCH & CUMBIE, P.A.

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June 17, 2002

VIA UPS OVERNIGHT

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: S & G, LLC

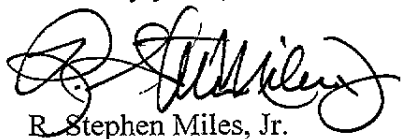
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-06/18/02--01058--002
****125.00 ****125.00

Gentlemen:

Enclosed you will find original and one copy of Articles of Organization, together with our firm check in the amount of \$125.00 for the filing fee. Please forward confirmation in care of this office.

Thanking you, I am

Sincerely yours,



R. Stephen Miles, Jr.

RSM, Jr.:dw
Enclosures

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02 JUN 18 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

ARTICLES OF ORGANIZATION
OF
S & G, 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 S & G, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 25 E. 17th Street, St. Cloud, FL 34769.

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 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 are C. N. Gross, III, 25 E. 17th Street, St. Cloud, FL 34769.

ARTICLE V -- 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 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 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

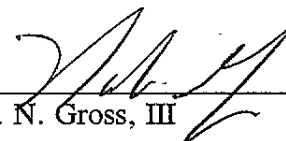
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

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TALLAHASSEE, FLORIDA
STATE

ARTICLE VII -- MANAGEMENT

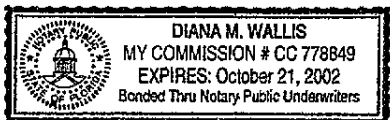
The company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial managers of the company are C. N. Gross III, 25 E. 17th Street, St. Cloud, FL 34769 and Christopher K. Schultz, 116 Indies Drive N., Duck Key, FL 33050.

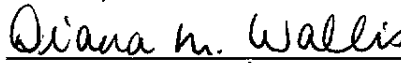
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Kissimmee, Florida, on June 17th, 2002.


C. N. Gross, III

STATE OF FLORIDA,
COUNTY OF OSCEOLA, ss:

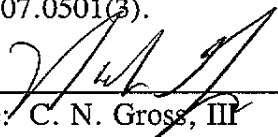
Subscribed before me this June 17th, 2002, by C. N. Gross, III, who is personally known to me or who has produced personally known as identification.




Notary Name: Diana M. Wallis
Commission #: CC 778849
Commission Expires: 10/21/02

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for S & G, LLC (name of corporation) at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: C. N. Gross, III

Date: