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BRUCE C. CRAWFORD
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J. BRADFORD HINES

TELEPHONE 727/823-9669
FAX 727/823-0711

June 19, 2002

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: SFS LLC

700005903007--5
-06/21/02--01044--002
****125.00 ****125.00

Gentlemen:

Enclosed herewith is a check in the amount of \$125.00 and original and one copy of the Articles of Organization of SFS LLC.

I would appreciate your acknowledgement of this filing at your earliest convenience in the enclosed envelope.

Thank you for your assistance.

Sincerely,

J. Bradford Hines
J. Bradford Hines

JBH:ms
Enclosures

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02 JUN 21 PM 12: 59

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**ARTICLES OF ORGANIZATION OF
SFS LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is SFS LLC.

ARTICLE II — Address and Registered Agent

The mailing address and street address of the principal office of the Limited Liability Company is 2152 14th Circle North, St. Petersburg, Florida 33713. The name and address of the initial registered agent is J. Bradford Hines, 100 First Avenue South, Suite 500, St. Petersburg, Florida 33701.

ARTICLE III — Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members, who are all of the members, are: Clark H. Scherer, III, 2152 14th Circle North, St. Petersburg, Florida 33713, Frank Salvo, 1200 Royal Palm Drive, Gulfport, 33707 and Robert Fleeting, 7140 Pebble Beach Lane, Seminole, Florida 33777.

ARTICLE V — Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the LLC.

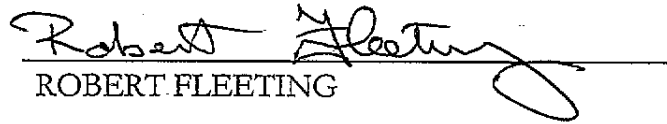
ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or

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02 JUN 21 PM 12:59

dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the Regulations.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act as of the 14th day of June, 2002.


ROBERT FLEETING

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02 JUN 21 PM 12: 59

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SFS LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 19th day of June, 2002.

J. Bradford Hines
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of June, 2002 by J. Bradford Hines, as Registered Agent for SFS LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Michele Schibler
Notary Public

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 2003
CC878844

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