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Malcolm Anthony
Michael L. Berry, Jr.*
Vincent J. DiRito
Bryan C. Goode III

* Please reply to
Jacksonville Beach office
mberry@pontevedralaw.com

September 10, 2002

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

300007769603--4
-09/16/02--01058--002
****125.00 ****125.00

Re: Organization of Sugarloaf Group, LLC

Dear Sirs:

Enclosed are

1. the original, executed articles of organization for the above referenced limited liability company along with the appointment for statutory agent, and
2. this limited liability company's original fictitious name application for "Sugarloaf Imports.

We request that you file these documents with the division of corporations. Also enclosed is a check in the amount of \$175.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your confirmation letter(s) to:

Sugarloaf Group, LLC
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry, DiRito & Goode, LLP
333 First Street North, Suite 305
Jacksonville Beach, FL 32250

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

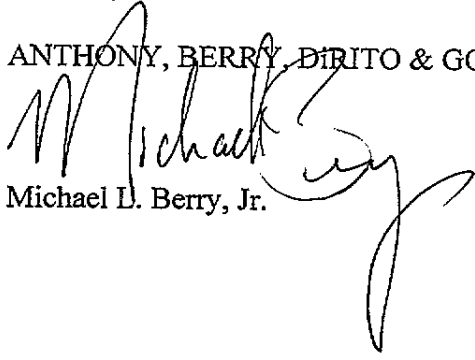
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Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DIRITO & GOODE LLP


Michael L. Berry, Jr.

MLBJr/jc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
Sugarloaf Group, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
(Name)**

The name of the limited liability company is Sugarloaf Group, LLC ("the Company").

**ARTICLE II
(Address)**

The principal office and street mailing address of the Company will be located at 3564 Bay Island Circle, Jacksonville Beach, FL 32250.

**ARTICLE III
(Duration and Continuation)**

The Company shall have perpetual existence, commencing upon September 10, 2002, or such other date no more than five (5) days prior to the filing of these Articles of Organization with the Florida Department of State, whichever is later.

**ARTICLE IV
(Purpose)**

The general purpose of the Company and the nature of the business to be transacted by the Company are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a Company may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V
(Registered Agent and Office)**

The street address of the initial registered office of this Company is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250, and the name of the initial registered agent of this Company at that address is Michael L. Berry, Jr.

**ARTICLE VI
(Additional Members)**

Additional members may be admitted as provided in the Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII
(Members' Rights to Continue Business)

The right, if given, of the remaining members of the Company to continue the business 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 Company will be as provided in the Operating Agreement of the Company.

ARTICLE VIII
(Management)

The Company affairs will be conducted, carried on, and managed by one (1) or more members and is therefore a member-managed company. The manager will have the obligations and responsibilities described in the Operating Agreement of the Company. The name of the initial member-manager is Doris Genofre Siede Johnson, 3564 Bay Island Circle, Jacksonville Beach, FL 32250. The manager will serve in that capacity until removed by the members or until its successor is duly elected and qualified.

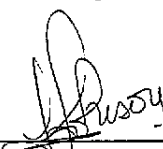
APPOINTMENT OF REGISTERED AGENT

The undersigned, Sugarloaf Group, LLC, a Florida limited liability company, with its principal offices in Duval County, Florida, hereby appoints Michael L. Berry, Jr. as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250.

Dated: September 10, 2002.

Sugarloaf Group, LLC

By: _____


Doris Genofre Siede Johnson
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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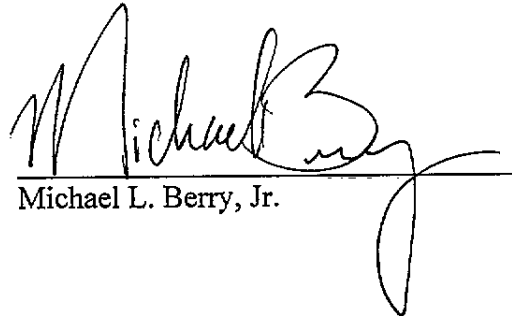
ACKNOWLEDGMENT OF APPOINTMENT

TO: Sugarloaf Group, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as statutory registered agent of the above company and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

September 10, 2002.



Michael L. Berry, Jr.

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TALLAHASSEE, FLORIDA