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FORTNA

1325 Chesapeake Dr.
Odessa, Florida 33556
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e-mail* fortna@tampabay.rr.com

October 7, 2002

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

To Whom It May Concern:

Enclosed are the Articles of Organization for **COUNTRY AIRE, L.L.C.**

Please file as soon as possible. The required filing fees of \$125.00 are enclosed.

Sincerely,

Sandra F Fortna

Sandra F. Fortna

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ARTICLES OF ORGANIZATION

OF

COUNTRY AIRE, L.L.C.

**A Florida Limited Liability Company
(F.S. 608)**

The undersigned desiring to form a limited liability company and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

Article I-NATURE OF BUSINESS

The general nature and business purpose of this limited liability company is to conduct any lawful business activity permitted by Florida law.

Article II-NAME

The name of this company shall be as follows:

COUNTRY AIRE, L.L.C.

Article III-EFFECTIVE DATE

The effective date of organization of the company shall be upon acceptance of this document and filing by the Secretary of State of the State of Florida.

Article IV-STREET ADDRESS

The principal place of business and the initial street address of the company shall be

1325 Chesapeake Drive, Odessa, FL 33556

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Article V-MAILING ADDRESS

The mailing address of the company shall be

1325 Chesapeake Drive, Odessa, FL 33556

Article VI-MANAGEMENT OF THE COMPANY

The business of the company shall be managed by two of its members, to wit, Albert S. Fortna or Sandra F. Fortna of 1325 Chesapeake Drive, Odessa, FL 33556 until such time as their successors shall be named, qualified and elected.

Article VII-REGISTERED AGENT

The initial resident registered agent of the company shall be Sandra F. Fortna and the initial resident registered office of the corporation shall be 1325 Chesapeake Drive, Odessa, FL 33556.

Article VIII-RIGHT TO CONTINUE BUSINESS

The remaining members of the company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the company.

Article IX-BUY/SELL AGREEMENT

If at any time any member wishes to leave the membership of the company they shall first offer their membership interest for sale to the company and then to the other members second and then last to any outside non-members. The sales price of any member's interest shall be the amount of that member's capital investment existing at that time. All offers and acceptances with respect to the sale of any member's interest shall be in writing. Upon formal offer and acceptance, all purchasers shall close the purchase within 60 days of the date of acceptance.

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Article X-DURATION AND CONTINUATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.


Article XI-ADMISSION OF ADDITIONAL MEMBERS

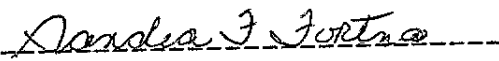
Additional members may be admitted upon the approval of a majority of the members of the company, upon the written application of such new member.

The undersigned organizers do hereby make, subscribe, acknowledge and file with the Secretary of State of State of Florida for the purpose of forming a limited liability company for profit in accordance with the laws the State of Florida on this 7 day of October 2002.

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COUNTRY AIRE, L.L.C.

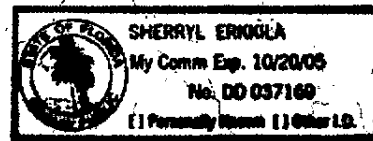

By: Albert S. Fortna
Co-Managing Member


By: Sandra F. Fortna
Co-Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of October 2002, by Albert S. Fortna who personally produced a Florida Drivers license as identification and who did take oath.

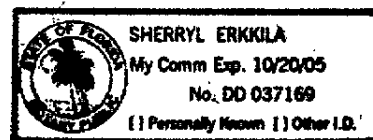
Notary Public: Sherryl Erkkila



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of October 2002, by Sandra F. Fortna who personally produced a Florida Drivers license as identification and who did take oath.

Notary Public: Sherryl Erkkila



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

First that Country Aire, L.L.C. qualifies under the laws of Florida with its principal place of business at 1325 Chesapeake Drive, Odessa, FL 33556 and names Sandra F. Fortna, located at the same address, as its agent of accept service of process.

Sandra F. Fortna

Sandra F. Fortna, Co-Managing Member and Resident Registered Agent

Date: 10/7/02

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the duties of such office.

Sandra F. Fortna

Sandra F. Fortna, Co-Managing Member and Resident Registered Agent

Date: 10/7/02

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