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TALLAHASSEE, FLORIDA

J. BRYAN NOV - 7 2002



ACCOUNT NO. : 072100000032

REFERENCE : 809823 7356287

AUTHORIZATION :

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : November 6, 2002

ORDER TIME : 2:23 PM

ORDER NO. : 809823-001

CUSTOMER NO.: 7356287

CUSTOMER: Mr. Todd L. Smith
Mr. Todd L. Smith
1002 Mt Vernon St
Orlando, FL 32803

DOMESTIC FILING

NAME: LEAR INVESTMENT GROUP, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore EXT. 1147

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LEAR INVESTMENT GROUP, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1002 Mount Vernon Street, Orlando, FL 32803

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Todd L. Smith

Name

1002 Mount Vernon Street

Florida street address (P.O. Box **NOT** acceptable)

Orlando

FL

32803

City, State, and Zip

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 registered agent 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, F.S.

By: Todd L. Smith

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Deborah D. Skipper

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Deborah D. Skipper

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

MANAGING MEMBERS OF:
LEAR INVESTMENT GROUP, LLC

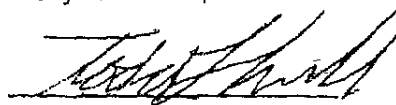
Todd Lear Smith
1002 Mount Vernon Street
Orlando, FL 32803

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TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY


The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of LEAR INVESTMENT GROUP, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 6 day of November, 2002


Signature

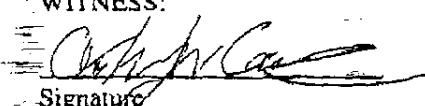
Todd L. Smith
Print Name of Signer

WITNESS:


Signature

Steven W. Crick
Print Name of Witness

WITNESS:


Signature

Ashley W. Curran
Print Name of Witness

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