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LIMITED LIABILITY COMPANY

Woodpecker Industries LLC

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Page Count	04
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Woodpecker Industries LLC

Article II. Address

The Company's street and mailing address is:
Woodpecker Industries LLC
38 W. 9th Street
Atlantic Beach FL 32233

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Richard Glemann
1122 3rd Street
Suite 3
Neptune Beach FL 32266

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a member-managed company. The name and address of each member is:

RUSSELL GORDON JR.
38 W. 9th Street
Atlantic Beach FL 32233
JIMMY A. GORDON
38 W. 9th Street
Atlantic Beach FL 32233
VINCENT MISURACA
38 W. 9th Street
Atlantic Beach FL 32233
CHARLES W. TEELON
38 W. 9th Street
Atlantic Beach FL 32233
RUSSELL GORDON
38 W. 9th Street
Atlantic Beach FL 32233

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Article VI. Company Existence

The Company's existence shall begin effective as of November 19, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on November 19, 2002.


CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President
by V. Cine as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Woodpecker Industries LLC

REGISTERED AGENT/OFFICE:
Richard Glemann
1122 3rd Street
Suite 3
Neptune Beach FL 32266

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD GLEMANN
by V. Cine as attorney-in-fact

Date: November 19, 2002

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