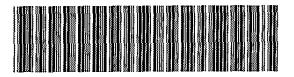
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12/04/02--01070--006 **87.58

12/04/02--01070--007 **37.50

DEC -1 MHI:



December 3, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Fox Enterprises, LLC.

Dear Sir or Madam:

Please file the enclosed Articles of Organization for Fox Enterprises, LLC. Two checks totaling \$125.00 are enclosed representing the filing fee.

Kindly return a stamped copy to our office in the envelope provided.

Thank you for your assistance and please contact me if further information is required.

Sincerely,

Kristina L. Bush, CLA Certified Legal Assistant to Robert L. McLeod II

cc: Melissa A. Fox Bryan K. Fox Enclosures /klb

ARTICLES OF ORGANIZATION

OF

FOX ENTERPRISES, LLC

The undersigned acting manager of a limited liability company pursuant to §608.407 Florida Statutes, adopts the following Articles of Organization:

ARTICLE I.

NAME OF THE LIMITED LIABILITY COMPANY: The name of the limited liability company shall be Fox Enterprises, LLC.

ARTICLE II.

PRINCIPAL OFFICE: The principal place of business and mailing address of this company will be Fox Enterprises, LLC, 3915 S. A1A, Suite 103, St. Augustine Beach, Fl 32080.

ARTICLE III.

REGISTERED AGENT: The name and Florida street address of the registered agent is:

Robert L. McLeod II 43 Cincinnati Avenue St. Augustine, Florida 32084

ARTICLE IV.

INITIAL OFFICERS AND MANAGERS: The names and addresses of the officers and managers of the limited liability company are listed below:

Managing Member:

Member:

Bryan K. Fox 17 Sea Park Drive Melissa A. Fox 17 Sea Park Drive

St. Augustine, Florida 32080

St. Augustine, Florida 32080

This limited liability company is a member managed company as per the Operating Agreement.

ARTICLE V.

The effective date of these articles of Organization and the Limited Liability Company shall be November 18, 2002.

IN WITNESS WHEREOF, the undersigned manager has executed the foregoing Articles of Organization on this May day of November, 2002.

STATE OF FLORIDA COUNTY OF ST. JOHNS

Before me, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared BRYAN K FOX, is well known or who has is the individual provided the following type of identification described in and who executed the foregoing Articles of Incorporation, while under oath, and acknowledged before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this day of November, 2002.

Notary Public

My Commission Expires:

Commission No.:

Kristina L. Bush Commission # DD133936 Expires Aug. 29, 2006 Bonded Thru Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT/CERTIFICATE OF REGISTERED AGENT

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, Florida Statutes.

ROBERT L. McLEOD II

Registered Agent