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W02-35643

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
FAX: (850) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

December 11, 2002

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

RE: Baltzell, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization for the above referred limited liability company. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$125.00 to cover the fees.

Sincerely,



Kristy Lee

Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 16, 2002

COSTIN AND COSTIN
PO BOX 98
PORT ST. JOE, FL 32457-0098

SUBJECT: BALTZELL, LLC
Ref. Number: W02000035043

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BALTZELL, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 902A00066145

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

BALTZELL, L.L.C.

The undersigned members to these Articles of Organization, persons competent to contract, hereby form a limited liability company, under Chapter 608, Florida Statutes, and do hereby certify that it has become such company under and pursuant to the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **BALTZELL, L.L.C.**"

ARTICLE II

Duration

The company shall have perpetual existence commencing on January 1, 2003

ARTICLE III

Appointment and Acknowledgment of Designated
Registered Agent and Office Address

The name and street address of this company's initial registered agent is Charles A. Costin 413 Williams Ave, Port St. Joe, Florida 32456. The address of the initial principal office of this company and its mailing address is P.O. Box 98, Port St. Joe, Florida 32457. The registered agent, by his signature hereon,

acknowledges that he has read the foregoing Articles of Organization and that he is familiar with and accepts the obligations of his appointment as designated registered agent

ARTICLE IV
Right to Admit Additional Members

The additional members listed hereinbelow shall have the right to admit additional members; however, each member must unanimously consent to such additional member and to the amount of such additional members contribution to capital.

ARTICLE V
Management

This limited liability company is to be managed by certain of it's members pursuant to a written management agreement.

The duties and responsibilities of management in addition to those set forth in Florida Statute 608.4225 (2002) are as follows: a) to negotiate contracts for lease or purchase of facilities or equipment, b) to maintain and safeguard the cash flow including management of the operating bank account and negotiating with financial institutions for short term capital needs, as may be determined necessary by the owners and management of the company, c) to comply with federal and state tax laws, d) to perform monthly reporting of financial position and the results of operations to the membership along with comparisons to budgeted operations and anticipated cash flows, e) to monitor receivable collections and

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TALLAHASSEE, FLORIDA

follow up where necessary, f) to audit monthly cost reports submitted to governmental agencies, g) to monitor compliance with policies and procedures established by the membership and management, h) to provide such services as may be agreed to in writing from time to time executed by membership and management.

ARTICLE VI
Membership

This limited liability company shall have 6 initial members. The name and address of the 6 initial members are as follows:

Charles A. Costin
P.O. Box 98
Port St. Joe, Florida 32457

Roy Smith
905 Monument Ave
Port St. Joe, Florida 32456

William R. Buzzett
P.O. Box 74
Port St. Joe, Florida 32457

Stuart L. Shoaf
P.O. Box 772
Port St. Joe, Florida 32457

James G. Johnson
101 Allen Memorial Way
Port St. Joe, Florida

George W. Duren
P.O. Box 218
Port St. Joe, Florida 32457

ARTICLE VII
Voting

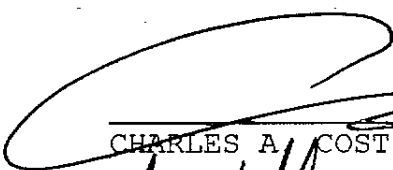
Voting on all matters relating to this company other than

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TALLAHASSEE, FLORIDA


items delegated to management shall be vested exclusively in the membership. Each member's vote shall be weighed in proportion to that member's capital account, as adjusted from time to time to properly reflect any addition of contributions or withdrawals by the members. Sharing of profits and losses shall likewise be allocated on the basis of each member's capital account unless modified by separate contract signed by all members.


IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 11th day of December, 2002; and, in accordance with Section 608.408 (3), Florida Statutes, the execution of these Articles constitutes an affirmation under penalties of perjury that the facts stated herein are true.

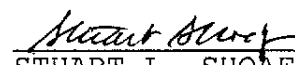
ATTEST:

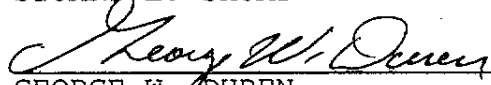

CHARLES A. COSTIN


JAMES G. JOHNSON


ROY SMITH


WILLIAM R. BUZZETT


STUART L. SHOAF


GEORGE W. DUREN

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SOUTHERN DISTRICT OF
FLORIDA
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **CHARLES A. COSTIN, JAMES G. JOHNSON, ROY SMITH, WILLIAM R. BUZZETT, STUART L. SHOAF and GEORGE W. DUREN**, who are personally known to me or who produced personally known to me as identification, known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 11th day of December, 2002.



Kristy M. Lee
Notary Public


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **Baltzell L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Port St. Joe, Gulf County, Florida, has named **CHARLES A. COSTIN**, 413 Williams Ave, Port St. Joe, Florida 32456, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above

stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



CHARLES A. COSTIN
Registered Agent
413 Williams Ave.
Port St. Joe, FL

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TALLAHASSEE, FLORIDA