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03 JAN 2 2003
FEB 3 3:58
ALBANY

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December 31, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are the Articles of Organization of Ephraim Holdings, LLC and Certificate Designating Registered Agent and Registered Office.

A check in the amount of \$160.00 payable to the Florida Department of State is enclosed for the requisite filing fees, Certified Copy and Certificate of Status.

No specific effective date is requested.

Questions regarding this filing should be addressed to the undersigned. My daytime telephone number is (352) 742-9926.

Very truly yours,

A handwritten signature in cursive script, appearing to read "William W. Curtas".

William W. Curtas

Enclosures

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03 JAN -2 PM 3:59
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
EPHRAIM HOLDINGS, LLC**

The undersigned hereby establishes the following for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

The name of this limited liability company shall be EPHRAIM HOLDINGS, LLC.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company is c/o William W. Curtas, 213 Shorewood Drive, Tavares, Florida 32778.

**ARTICLE III
MANAGEMENT**

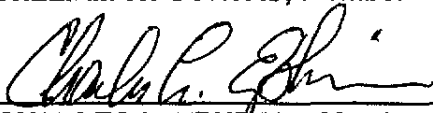
The management of the Company shall be vested in one or more managers. The Company is to be a manager-managed company.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The initial registered agent of the Company is William W. Curtas. The street address of the initial registered agent is 213 Shorewood Drive, Tavares, Florida 32778.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10th day of June, 2002.


WILLIAM W. CURTAS, Member


CHARLES L. EPHRAIM, Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED;

THAT EPHRAIM HOLDINGS, LLC, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICE BEING
C/O WILLIAM W. CURTAS, 213 SHOREWOOD DRIVE, TAVARES, FLORIDA 32778 HAS
NAMED WILLIAM W. CURTAS, LOCATED AT 213 SHOREWOOD DRIVE, TAVARES,
FLORIDA 32778 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: June 10, 2002


WILLIAM W. CURTAS, Manager


CHARLES L. EPHRAIM, Manager

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Dated: June 10, 2002


WILLIAM W. CURTAS, Manager

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STATE
TAVARES, FLORIDA