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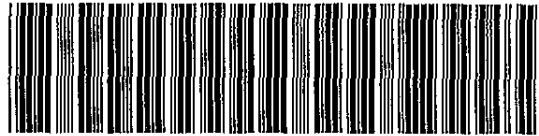
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MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666
FAX # 904/277-6611
e-mail: mewoodpa@bellsouth.net

February 4, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 323

RE: ACOVE, LLC

Dear Sirs:

Please find enclosed the original Articles of Organization for filing pursuant to Chapter 608, Florida Statutes.

Also enclosed is this firm's check in the amount of \$125.00 representing the filing fee of \$100.00 and the Designation of Registered Agent fee of \$25.00.

Please file the Articles of Organization and send your certificate to me at the address given above.

Thank you for your assistance in this matter.

Sincerely yours,



Marshall E. Wood

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ACOVE, LLC**

The undersigned, for the purpose of forming a limited liability company for purposes under the laws of the State of Florida, adopts the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be **ACOVE, LLC**.

ARTICLE II

The principal place of business shall be: 1417 Sadler Road, #101, Fernandina Beach, FL 32034, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

LOUIS B. ATHEY
1417 Sadler Road, #101
Fernandina Beach, FL 32034

**ARTICLE IV
DURATION**

Section 4.1. Effective date. The existence of this limited liability company shall commence on the date of execution of these Articles of Organization.

Section 4.2. Duration. This limited liability company shall terminate on the date set forth in its operating agreement.

**ARTICLE V
PURPOSE AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold improve, vote, use, or otherwise deal in or with real or personal property (including marine vessels), or an interest in real or personal property or any legal or equitable property, wherever located, including, but not limited to, the right to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets, real or personal; or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such documents.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. To conduct its business, locate offices, and exercise the powers granted by the laws of the State of Florida within or without this state.
8. To elect or appoint managers and agents of the limited liability company, define their

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duties, fix their compensation, and lend them money and credit.

9. To establish rules and regulations regarding the use and enjoyment of limited liability company property.
10. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both the purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE VI MEMBERSHIP

This company shall initially have one member. The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an increase in the limited liability company.

ARTICLE VII MANAGEMENT

This limited liability company shall be managed by members in accordance with the Operating Agreement of the limited liability company.

ARTICLE VIII MERGER

The approval of the members holding sixty percent (60%) or more of the interests in this limited liability company eligible to vote on any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE IX OPERATING AGREEMENT

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA

**ARTICLE X
AMENDMENT**

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization; provided, however, that it shall require a vote of members holding sixty percent (60%) or more of the interests in the limited liability company to amend or repeal Article VIII regarding merger.

EXECUTED this 31 day of January 2003.

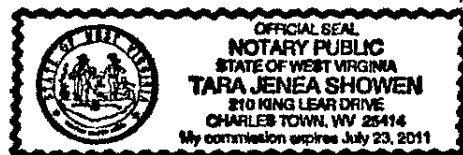

_____, Member
LOUIS B. ATHEY

west Virginia
STATE OF FLORIDA
Jefferson
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 31 day of January, 2003, by LOUIS B. ATHEY, who is personally known to me or who presented driver's license as identification and who did take an oath.

Tara J Showen
Name: _____
Notary Public, State of West Virginia

My Commission Expires: July 23, 2011



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JESSIE, FLORIDA

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

ACOVE, LLC

2. The name and address if the registered agent and office is:

(Name)

LOUIS B. ATHEY

1417 Sadler Road

(P. O. Box not acceptable)

Fernandina Beach, FL 32034

(City/State/Zip)

Signature _____

LOUIS B. ATHEY

Title

Member

Date

1-31-03, 2003.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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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.

Signature _____

LOUIS B. ATHEY

Date: _____

Jan. 31, 2003

Registered Agent Filing Fee: \$35.00

**AFFIDAVIT OF LOUIS B. ATHEY
MANAGER OF ACOVE, LLC**

West Virginia
STATE OF FLORIDA
Jefferson
COUNTY OF NASSAU

BEFORE ME this day personally appeared Louis B. Athey, who is personally known to me and who, being duly sworn, states:

1. He is the manager of **ACOVE, LLC**
2. **ACOVE, LLC** has one (1) member as set out in

the Articles of Organization.

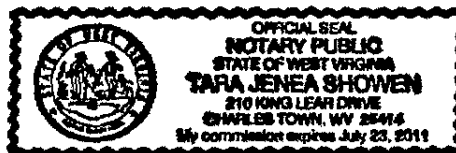
3. The initial capital contribution of each member has been made.

L. B. Athey

LOUIS B. ATHEY, Manager

Sworn to and subscribed before me this 31 day of January, 2003.

Tara J Showen



NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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