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LIMITED LIABILITY COMPANY

PH IMPORTS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
PH IMPORTS, LLC**

The undersigned hereby certifies that he has formed a limited liability company under the
State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be PH IMPORTS, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

31320 U.S. Highway 19 North
Palm Harbor, FL 34684

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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TALLAHASSEE, FLORIDA

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ARTICLE III**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by an operating agreement adopted by the Members of the limited liability company.

ARTICLE IV**Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Emil C. Marquardt, Jr. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Emil C. Marquardt, Jr., is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE VI**Management**

The management of the limited liability company shall be vested in the Members with voting interests. The Members with voting interests shall have the powers granted to them in the Operating Agreement. The names and addresses of the Members with voting interests are as follows:

Name	Address
Lawrence H. Dimmitt, III	31320 U.S. Highway 19 North Palm Harbor, FL 34684
Sam A. Pilato	31320 U.S. Highway 19 North Palm Harbor, FL 34684

ARTICLE VII**Non-voting Member**

Dimmitt Lykes Dynasty Trust shall have a non-voting interest in the limited partnership.

ARTICLE VIII**Operating Agreement**

The Members of the limited liability company shall adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
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of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

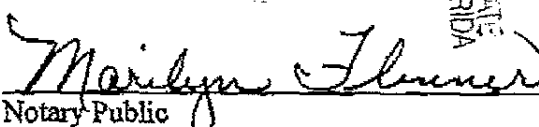
6th day of March, 2003.

By: 

Emil C. Marquardt, Jr.
Attorney and Authorized Representative
for the Members

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was sworn to and subscribed before me under oath this 6th day of March, 2003, by EMIL C. MARQUARDT, JR., who is personally known to me or produced _____ as identification.


Notary Public

Print name: _____

My commission expires: _____



Marilyn Finner
My Commission D0034201
Expires June 25, 2006

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

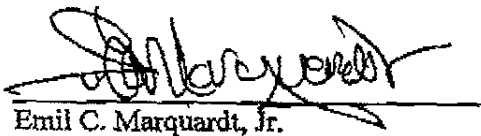
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
PH IMPORTS, LLC
2. The name and address of the registered agent and office is:

Emil C. Marquardt, Jr.
625 Court Street
Suite 200
Clearwater, Florida 33756

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.

Dated this 6th day of March, 2003.


Emil C. Marquardt, Jr.

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