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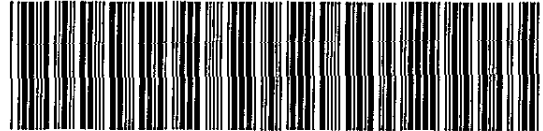
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 956459 4351925

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 125.00

ORDER DATE : March 6, 2003

ORDER TIME : 2:45 PM

ORDER NO. : 956459-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
Cone & Yong, P.a.

Suite 110
701 Riverside Park Place
Jacksonville, FL 32204

DOMESTIC FILING

NAME: VALPAK OF NORTH FLORIDA, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
Valpak of North Florida , LLC**

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

Valpak of North Florida, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

9417 NW 43rd Street, Gainesville, Florida 32653

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

From the date of filing this company shall exist perpetually. Its existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

McKinney Investments, Ltd.
9417 NW 43rd Street
Gainesville, Florida 32653

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The unanimous consent of all the Members.

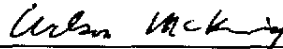
ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

If all the Members unanimously consent, the business shall continue.

ARTICLE VII - Number of Members:

The undersigned member or authorized representative of a member of Valpak of North Florida, L.L.C. certifies that the above-named limited liability company has at least one member.



Wilson McKinney, Member
President of Wilmac4, Inc, General Partner of
McKinney Investments, Ltd.

(In accordance with '608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is Valpak of North Florida, LLC.
2. The name and the Florida street address of the registered agent are:

Wilson McKinney
9417 NW 43rd Street
Gainesville, Florida 32653

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.



Wilson McKinney, Registered Agent