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2003 MAR 13 AM 9:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 14 2003

John K. Weems
1918 Anchorage Place
Amelia Island, Florida 32034
(904) 753-1910 (Mobile Phone)

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

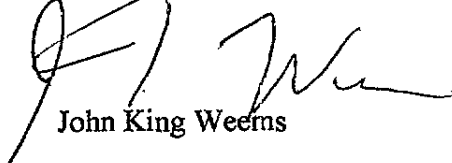
Dear Director,

Enclosed are my Articles of Organization for my soon to open LLC. It's to be called
Winning America Realty and is a real estate brokerage.

My check for \$160.00 is enclosed to cover the filing fee for the articles, designation of
registered agent, certified copy and certificate of status.

Thank you for your time and attention.

Sincerely,


John King Weems

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Winning America Realty LLC

ARTICLE II - Address:

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

1699 South 14th Street, suite 6, Fernandina Beach, FL 321

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

John King Weems
Name
1918 Anchorage Place
Florida street address (P.O. Box **NOT** acceptable)
Amelia Island FL 32034
City, State, and Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.

[Signature]
Registered Agent's Signature

(An additional article must be added if an effective date is requested)

[Signature]
Signature of a member or an authorized representative of a member.

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

John King Weems
Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)