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TALLAHASSEE, FLORIDA

WILLIAM AKERS, III, P.A.

Attorney at Law

120 E. Granada Blvd.
Ormond Beach, FL 32176

Telephone No: (386) 672-0420
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April 8, 2003

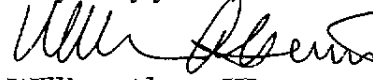
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Frio River of Florida, LLC.

Dear Sir or Madam:

I have enclosed the articles of organization, certificate of designation of registered agent and my check for \$155 for the filing fee, designation of registered agent and certified copy of the articles. Please mail the certified copy at your earliest convenience.

Very truly yours,



William Akers, III

WAIH/dlb

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ARTICLES OF ORGANIZATION

OF

FRIO RIVER OF FLORIDA, LLC.
A Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Frio River of Florida, LLC., hereafter referred to as the "company".

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 140 South Atlantic Avenue, Suite 203, Ormond Beach, FL 32176.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are G. G. Galloway, 140 South Atlantic Avenue, Suite 203, Ormond Beach, FL 32176.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the

company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of all the remaining members.


ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these articles of organization. The name and address of the initial manger of the company are G. G. Galloway, 140 South Atlantic Avenue, Suite 203, Ormond Beach, FL 32176.

ARTICLE X -- INDEMNIFICATION

In addition to any other rights of indemnification permitted by the laws of the State of Florida as may be provided for by the company in its regulations or by any other agreement, the expenses of a member or manager incurred defending a civil or criminal action, situation or proceeding, involving alleged acts or omissions of such member or manager in his or her capacity as a member, manager or officer of the company, must be paid by the company, or through insurance purchased and maintained by the company or through other financial arrangements made by the company permitted by the laws of the State of Florida, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any unsecured undertaking by or on behalf of the member or manager to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ormond Beach, Florida, on April 8, 2003.


G. G. GALLOWAY

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this April 8, 2003, by G. G. GALLOWAY, who is personally know to me.


Notary Public, State of Florida

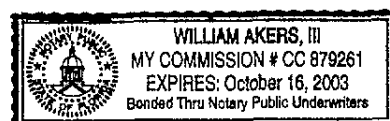


Exhibit A

MEMBERS

Gerald G. Galloway, Trustee of
the Gerald G. Galloway Trust
dated March 13, 2003

Leon S. Donsiger Family Trust,
Michael Donsiger, Trustee

David Grande

John T. O'Quinn

CONTRIBUTION

\$72,333.33, plus 1/3 of closing costs

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\$36,166.67, plus 1/6 of closing costs

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

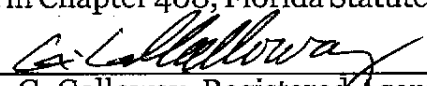
Under the provisions of F.S. 608.415, Frio River of Florida, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Frio River of Florida, LLC.
2. The name and street address of the registered agent in Florida are:

G. G. Galloway

140 South Atlantic Avenue, Suite 203, Ormond Beach, FL 32176

The undersigned, being the person named in the articles of organization of Frio River of Florida, LLC, as the registered agent of this limited liability company, hereby accepts the appointment as registered agent simultaneously with the designation set forth in the articles of organization. The undersigned also consents to accept service of process for the above-stated company at the place designated in the articles of organization. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided in Chapter 408, Florida Statutes.


G. G. Galloway, Registered Agent

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