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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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LAKE CITY, FLORIDA 32056-1328

April 22, 2003

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TALLAHASSEE, FLORIDA

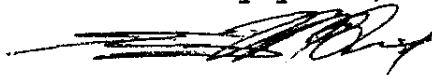
Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Falling Leaf Products, L.L.C.

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$155.00 is enclosed in payment of the filing fee, resident agent fee and the certified copy.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

ARTICLES OF ORGANIZATION FOR
FALLING LEAF PRODUCTS, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

FALLING LEAF PRODUCTS, L.L.C.

ARTICLE II - Address:

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

Post Office Box 769
Lake City, FL 32056-0769
518 SW San Juan Place
Lake City, FL 32025

ARTICLE III - Duration:

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

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members
and the names and addresses of the managing members are:

Lonnie R. Johns, Jr.
518 SW San Juan Place
Lake City, FL 32025

William L. Standlick
Route 24, Box 161
Lake City, FL 32024

ARTICLE V - Admission of Additional Members:

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

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

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:

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 the

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF §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.

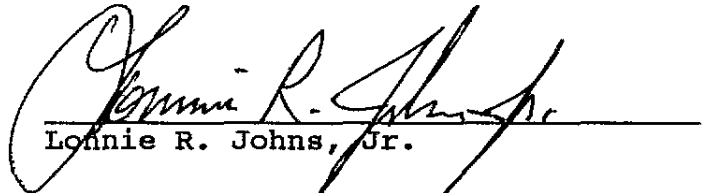
1. The name of the Limited Liability Company is:

FALLING LEAF PRODUCTS, L.L.C.

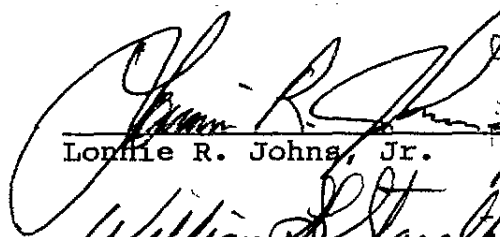
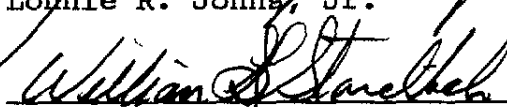
2. The name and the Florida street address of the registered
agent are:

Lonnie R. Johns, Jr.
518 SW San Juan Place
Lake City, Fl 32025

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.


Lonnie R. Johns, Jr.

consent of all the remaining members, provided that is a least one remaining member.

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Lonnie R. Johns, Jr.

William L. Standlick

(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.)