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(City/State/Zip/Phone #)

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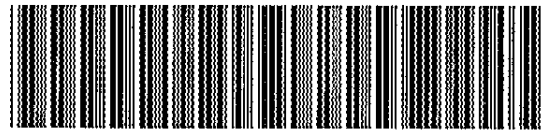
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DIVISION OF CORPORATIONS
03 JUN 26 AM 8:21
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DATE
FILING
OFFICE
FLORIDA

June 25, 2003

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: RE-CAP, LLC

Enclosed are the Articles of Organization for RE-CAP, LLC and the related registration fees.

If you have any questions regarding this information, please contact:

Charles H. Musgrove, Jr.
5350 Carisbrooke Lane
Tallahassee, Florida 32309
850-545-4923

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RE-CAP, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles H. Musgrove, Jr.
(Name of Person)

(Firm/Company)

5350 Carisbrooke Lane
(Address)

Tallahassee, FL 32309
(City/State and Zip Code)

For further information concerning this matter, please call:

Charles H. Musgrove, Jr. at (850) 545-4923
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: RE-CAP, LLC

ARTICLE II - Address:

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

Principal Office Address:

5350 Carisbrook Lane
Tallahassee, FL 32309

Mailing Address:

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

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

Charles H. Musgrave, Jr.
Name
5350 Carisbrook Lane
Florida street address (P.O. Box **NOT** acceptable)
Tallahassee, FL 32309
City, State, and Zip

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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..

Charles H. Musgrave, Jr.
Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Charles H. Musgrove, Jr.
5350 Carrisbrooke Lane
Tallahassee, FL 32309

MGR

Paola A. Musgrove
5350 Carrisbrooke Lane
Tallahassee, FL 32309

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Charles H. Musgrove, Jr.
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.)

Charles H. Musgrove, Jr.
Typed or printed name of signer

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)

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