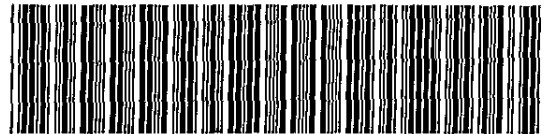


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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J. Warren Bullard, P.A.
18 N.W. 3rd Avenue
Ocala, Florida 34478

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Area Code 352
Telephone 732-5900
Fax 622-5769

J. Warren Bullard

June 25, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization
BOOTHBY ENTERPRISES, LLC

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Organization for Boothby Enterprises, LLC and a check in the amount of \$150.00 representing the filing fee and registered agent fee.

Upon your approval, please certify the Articles and return the copy to my office.

Your cooperation and prompt attention in this matter will be greatly appreciated. If you have any questions, please give me a call.

Sincerely,

J. WARREN BULLARD, P.A.



J. Warren Bullard

JWB/sm

**ARTICLES OF ORGANIZATION
OF
BOOTHBY ENTERPRISES, LLC
a Florida Limited Liability Company**

FILED
03 JUN 30 PM 1:53

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, *Florida Statutes §608*, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **BOOTHBY ENTERPRISES, LLC** ("Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office of the company shall be 1630 S.E. 29th Terrace, Ocala, FL 34471 and street address of the principal office of the company shall be 1630 S.E. 29th Terrace, Ocala, FL 34471.

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 - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the Company in the state of Florida are **J. WARREN BULLARD**, 18 N.W. Third Avenue, Ocala, FL 34475.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

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 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 VII - TERMINATION OF EXISTENCE -

MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member 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 consent of all remaining members, provided there is at least one remaining member.

ARTICLE VIII - INITIAL MANAGER

The Company shall be managed by the members in accordance with the regulations adopted by all 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 law or these Articles of Organization. The name and address of the initial manager of the Company is:

WILLIAM G. BOOTHBY
1630 S.E. 29th Terrace
Ocala, FL 34471

The initial manager shall serve until the first Annual Meeting of members or until his successor is elected and qualified or until a manager's death or resignation.

ARTICLE IX - INITIAL MEMBER

The name and address of the Initial Member of the Company who will be contributing initially cash and/or property valued at \$1,000.00 to the Company is: 03 JUN 30 PM 1:53

WILLIAM G. BOOTHBY
1630 S.E. 29th Terrace
Ocala, FL 34471

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE X - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE XI - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these **ARTICLES OF ORGANIZATION** in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida, on this 20th day of June, 2003.

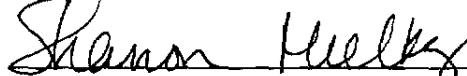


WILLIAM G. BOOTHBY - as Organizer
and Authorized Representative of the Members

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 20th day of June, 2003, by **WILLIAM G. BOOTHBY**, as Organizer and Authorized Representative of the Members, who provided personally known as identification.

My commission expires:


Notary Public State of Florida

Printed Name of Notary



Shannon Mulkey
Commission #DD195394
Expires: Jun 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

LAW OFFICES OF
J. Warren Bullard, P.A.
18 N.W. 3RD AVENUE
OCALA, FLORIDA 34475
(352) 732-5900

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

FILED

Pursuant to the provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Agent/registered office in the State of Florida.

1. The name of the limited liability company is **BOOTHBY ENTERPRISES, LLC.**

2. The name and address of the Registered Agent and office is:

J. WARREN BULLARD
18 N.W. 18th Avenue
Ocala, FL 34475

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.

Dated this 20th day of June, 2003.


J. WARREN BULLARD