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DAVID B. FEREBEE P.A.

*Attorney & Counselor At Law*

DAVID B. FEREBEE  
(LL.M. - TAXATION, C.P.A.)  
TAXATION & IRS MATTERS  
BANKRUPTCY & COMMERCIAL  
ESTATES, WILLS & TRUSTS

503 E. MONROE STREET  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE: (904) 358-7001  
FAX: (904) 353-2756

MAILING ADDRESS  
P.O. Box 1796  
JACKSONVILLE, FL 32201

June 30, 2003

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


**RE: ARTICLES OF ORGANIZATION  
DFFT INVESTMENTS, LLC**

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Organization for DFFT Investments, LLC, together with my firm check in the amount of \$155.00 in payment of the filing fees, etc. Please file the original Articles and return an acknowledged copy to me for my records. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or require anything further, please do not hesitate to contact my office.

Sincerely,



David B. Ferebee

DBF/km  
Enclosures

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF

DFFT Investments, LLC

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 DFFT Investments, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 503 East Monroe Street, Jacksonville, FL 32202.

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 if 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 David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202.

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".

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TALLAHASSEE, FLORIDA

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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 the 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 majority vote of the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 law or these articles of organization. The names and addresses of the members of the company are

NAME

ADDRESS

David B. Ferebee, P.A.

503 E. Monroe Street  
Jacksonville, FL 32201

Frank Tassone, P.A.

1833 Atlantic Blvd.  
Jacksonville, FL 32207

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 503 East Monroe Street, Jacksonville, Florida 32202, on 30th day of JUNE 2003..

David B. Ferebee  
David B. Ferebee, Esq.

Sworn to and subscribed before me on 30th day of June 2003, by DAVID B. FEREBEE, ESQ., as President of David B. Ferebee, P.A., a Florida corporation, on behalf of the corporation, who (check one) ✓ is personally known to me or     produced     as identification (as identification).

Jane A. Wittwer

Notary Public -- State of Florida  
My Commission Expires  
(Seal)



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TALLAHASSEE, FLORIDA

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EXHIBIT A

|                        |         |
|------------------------|---------|
| David B. Ferebee, P.A. | \$10.00 |
| Frank Tassone, P.A.    | \$10.00 |

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

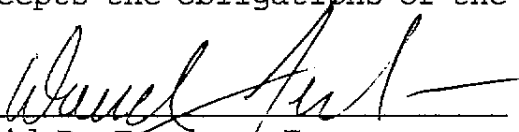
Under the provisions of F.S. 608.415 or 608.507, DFFT Investments, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is DFFT Investments, LLC.

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

David B. Ferebee, Esquire  
503 East Monroe Street  
Jacksonville, FL 32202

The undersigned, being the person named in the articles of organization of DFFT Investments, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
David B. Ferebee, Esq.

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