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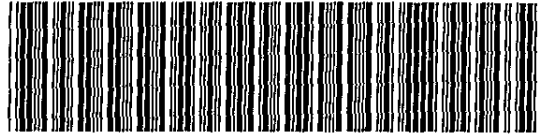
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUL 16 2003

# TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: BTS ENTERPRISES, 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:

BRETT SPENLER  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

36. S. CERVIDAE DR.  
(Address)

APOKA, FL 32703  
(City/State and Zip Code)

For further information concerning this matter, please call:

BRETT SPENLER at ( 407 ) 886-1813  
(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

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FIRST. The name of the limited liability company is BTS Enterprises, LLC (limited liability "Company").

SECOND. The mailing address and the street address of the principle office of the Limited Liability Company is the same where the listing is:

36 S. Cervidae Dr.  
Apopka, FL 32703  
Orange County

THIRD. The address of the registered agent of the Limited Liability Company in the State of Florida is:

36 S. Cervidae Dr.  
Apopka, FL 32703

The name of its registered agent at such address is Brett T. Spencer.

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..

  
Registered Agent's Signature

FOURTH. The nature of the business or purposes to be conducted or promoted by the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the purpose stated in 608.403, F.S..

FIFTH. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of percent of ownership/membership of the Company:

The contributions by persons pursuant of becoming members of the Company will be in the form of cash, property, services rendered, or any other action or obligation that brings value to the Company.

A. LIQUIDATION. In the event of any dissolution, liquidation or winding up of the affairs of the Company, whether voluntary or involuntary, percentage of ownership shall entitle the holder thereof to receive an equal portion of the net assets of the Company available for distribution to the holders of ownership, subject to any preferential rights.

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TALLAHASSEE, FLORIDA

B. PREFERENTIAL RIGHTS. Founding members (listed as Brett T. Spencer) will retain at least fifty percent (50%) of ownership of the company at all times unless transferred or assigned. Upon the termination of life of the founding members, ownership will be assigned to their beneficiaries. The founding member's beneficiaries are those who are assigned by will and testament or by amendment to these articles or by whom the laws of Florida assign. Upon termination of the remaining member's ownership, their ownership will be distributed to the Company's members in regard to the ratio of their (surviving, Company's members) ownership percentage.

C. VOTING POWERS of the members are determined on a one hundred percent (100%) scale. Each member/owner will have the right to one vote per one full percentage point of ownership in the Company.

D. MEMBER REMOVAL. With exception to preferential rights of members, any member may be bought out by the company and removed from ownership with or without cause. Removal of membership requires the majority vote from the rest of the members by an official meeting during regular business operations.

SIXTH. The Company is to have a perpetual existence.

SEVENTH. The following provisions are included for the management of the business and the conduct of the affairs of the Company, and for further definition, limitation and regulation of the powers of the Company and of its managers:

The business and affairs of the Company shall be managed by or under the direction of the members of the Company. The managers shall be elected during any time of normal business operations and the members have the right to vote on such election. Approval of non-member management will be approved with a majority vote of the members. The name and address of the Managing Member is: Brett T. Spencer, located at 36 S. Cervidae Dr. in the city of Apopka, located in the state of Florida, containing the zip code - 32703.

EIGHTH. The Company reserves the right to amend or repeal any provision contained herein in the manner prescribed by the laws of the State of Florida and all rights conferred upon members are granted subject to this reservation; provided, however, that in addition to any vote of the members, these provisions, with respect to the vote of the members of the company representing at least seventy-five percent (75%) of the voting power may amend or repeal, or adopt any provision consistent with, Article FIFTH B, SIXTH, and this Article TENTH of these Articles of Organization.

[THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK]  
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IN WITNESS WHEREOF, the Company has caused Articles of  
Organization to be signed by its President this 10<sup>th</sup> day of July, 2003.

BTS Enterprises, LLC

By:

  
Brett T. Spencer  
President

(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)

enclosed: Filing Fees:

\$125 for Filing fee for Articles of Organization  
and Designation of Registered Agent

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BTS ENTERPRISES, LLC  
TALLAHASSEE, FLORIDA