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(Business Entity Name)

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Certificates of Status _____

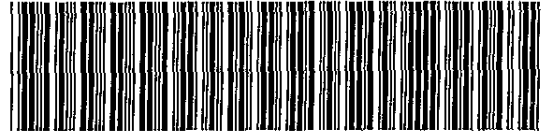
Special Instructions to Filing Officer:

7/21/03
[Signature]

Office Use Only

EFFECTIVE DATE

7-15-03



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STATE TALKY OF FLORIDA
TALLAHASSEE, FLORIDA

July 6, 2003

To: Louis

From: Bruce

Attached is the Article of Organization to be sent to Tallahassee.

Please sign at bottom of page 2

Enclose your check made payable to:

Secretary of State, Division of Corporations

In the Amount of \$160.00

Enclose in the envelope already addressed and stamped, these items:

Articles of Organization
Check for \$160
Transmittal Letter

Bruce

EFFECTIVE DATE

03 JUL 16 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BRUCE T PEACOCK

15520 N.W. Broad Street
Mail Address: P. O. Box 2
ALTHA, FLORIDA 32421-0002

June 9, 2003

Registration Section
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314-6327

EFFECTIVE DATE

7-15-03

Subject: Papa Smith's Emporium, LLC

The enclosed Articles of Organization and fees are submitted for filing. Please return correspondence concerning this matter to:

**Bruce T. Peacock, Registered Agent
Papa Smith's Emporium, LLC
P O Box 2
Altha, FL 32421-0002**


03 JUL 16 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning his matter, please call:

Bruce T Peacock at 850-762-3795

Sincerely.


Bruce T. Peacock, Registered Agent for
Papa Smith's Emporium, LLC

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

Article I. The name of the limited liability company is

PAPA SMITH'S EMPORIUM, LLC

EFFECTIVE DATE

7-15-03

Article II. The mailing address and the street address of the principal office of the Limited Liability Company is

Principal Office Address

1971 West Lumsden Road
Brandon, FL 33511

Mailing Address

P O Box 220
Brandon, FL 33511-0220

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SECRETARY OF
STATE
TALLAHASSEE, FLORIDA

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Article III. The name and the Florida Street Address of the Registered Agent and the Registered Agent's signature are:

Bruce T. Peacock
15520 N W Broad Street
Altha, FL 32421

Having been named the 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

Article IV. The purpose for which this business is organized is to engage in the retail and wholesale distribution of commodities and merchandise through direct selling via internet, postal service, wire services or any other method that is necessary to fulfill the needs of the company and to conduct any and all lawful business that is economically feasible.

Article V. The name and address of each managing member is as follows:

<u>Title</u>	<u>Name and Address</u>
President and CEO	Louis E. Smith P O Box 220 Brandon, FL 33511-0220
Vice President of Operations	Mary Ellen Magoon P O Box 220 Brandon, FL 33511-0220
Vice President of Shipping and Receiving and Manager of Biker Merchandise	John H. Remer P O Box 220 Brandon, FL 33511-0220
Secretary and Manager of T-Shirts and Caps	Angela Cooper P O Box 220 Brandon, FL 33511-0220
Treasurer and Manager of Dabbles	Darlene M. Smith P O Box 220 Brandon, FL 33511-0220

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SECRETARY OF
TALLAHASSEE, FLORIDA

Article VI. The date this company will begin business is July 15, 2003.

I, Louis E. Smith, as President and Chief Executive Officer, do hereby affirm that all the information contained in these Articles of Organization is correct.

Dated 7/14/03, 2003

Signed

Louis E. Smith



Edward M. Hall
Commission # CC 991537
Expires Feb. 17, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Edward M. Hall
Notary Public

7-14-03