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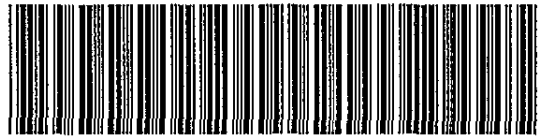
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert L. Shaver
Richard A. Stoffels



Victoria Plaza
3663 Central Avenue
St. Petersburg, Florida 33713
Tel. (727) 328-9899
Fax: (727) 328-9809

July 18, 2003

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Elliott Brothers Investments, LLC

Dear Gentlemen:

Please find enclosed for filing the Articles of Organization for the above-referenced LLC.
I have also enclosed a check in the amount of \$125.00 as the filing fee.

Thank you for your assistance in this matter.

Sincerely yours,



Richard A. Stoffels

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ELLIOTT BROTHERS INVESTMENTS, L.L.C.

Pursuant to Chapter 608 of the Florida Statutes, the undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I: The name of the Limited Liability Company is "ELLIOTT BROTHERS INVESTMENTS, L.L.C.".

ARTICLE II: This Limited Liability Company shall have perpetual existence commencing on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida. The Company is organized for any legal and lawful purpose for which a Limited Liability Company may be organized pursuant to chapter 608, Florida Statutes, as the same may be amended from time to time. The Company shall have and may exercise all powers and rights which a Limited Liability Company may exercise pursuant to chapter 608, Florida Statutes, as the same may be amended from time to time.

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

1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722

The members may, from time to time, change the street and post office address of the Limited Liability Company, as well as the location of its principal office.

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

Justin S. Elliott
1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722

ARTICLE V: The names and addresses of the initial members are as follows:

Justin S. Elliott
1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722
Derek Dudley Elliott
1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722

Jonathan Ronald Elliott
1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722
Linda Elliott
1523 Eden Isle Blvd. NE
Apartment 335
St. Petersburg, FL 33704-1722

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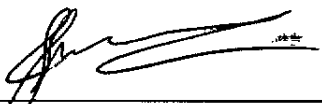
ARTICLE VI: The members have the right to admit additional members upon written consent by each member as to the admission of an additional member.

ARTICLE VII: All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Membership Agreement and Regulations of the Company.

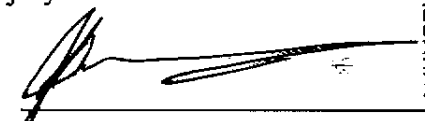
ARTICLE VIII: The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IX: These Articles may be amended at any time by a resolution adopted by the Members, or at any meeting, whether special or annual, in conformity with the Membership Agreement and Regulations of the Company.

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, Florida Statutes.


Justin S. Elliott, Registered Agent

In accordance with § 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.


Justin S. Elliott, Member

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