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J. BRYAN AUG 14 2003

**KATHY PROSSER**

707 South First Street, Unit 301  
Jacksonville Beach, Florida 32250  
(904) 241-2924

August 7, 2003

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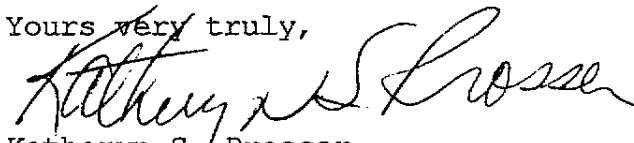
Re: THE RAILROAD PRO, LLC

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Organization and check to Department of State in the amount of \$125.00. Please return one copy of the Articles to me after filing.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,

  
Katheryn S. Prosser

**ARTICLES OF ORGANIZATION  
OF  
THE RAILROAD PRO, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

**ARTICLE I:** The name of this limited liability company ("the company") is THE RAILROAD PRO, LLC.

**ARTICLE II:** The initial principal office and mailing address of the company is 4460 Hodges Boulevard, #101<sup>9</sup>, Jacksonville, Florida 32224.

**ARTICLE III:** The name and address of the company's initial registered agent are TEDDY W. MAYBRIER, 4460 Hodges Boulevard, #101<sup>9</sup>, Jacksonville, Florida 32224.

**ARTICLE IV:** The company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V:** Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the company shall be personally liable for the debts, obligations or liabilities of the company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the company.

**IN WITNESS WHEREOF**, the undersigned, being a member of the company, has executed the Articles of Organization this 7 day of August, 2003. 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.

  
TEDDY W. MAYBRIER

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2003 AUG 11 PM 12:14  
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JACKSONVILLE, FLORIDA

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE AND ACKNOWLEDGMENT**

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2003 AUG 11 PM 12:14  
JAMES CORPORATION  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned 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: **THE RAILROAD PRO, LLC.**
2. The name and Florida street address of the registered agent are:

**TEDDY W. MAYBRIER**  
**4460 Hodges Boulevard, #101A**  
**Jacksonville, Florida 32224**

Having been named as registered agent and to accept service of process for the above 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: August 7, 2003.

  
TEDDY W. MAYBRIER