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MAIL

FRANKLIN SPIRIT, LLC

(Business Entity Name)

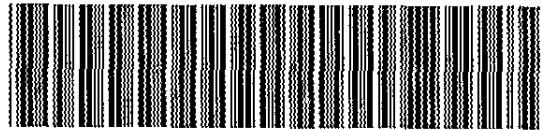
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**ARTICLES OF ORGANIZATION
OF
FRANKLIN SPIRIT, LLC**

The Articles of Organization following are adopted for the purpose of organizing a Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I

Name and Address of Company

The name of the Company is Franklin Spirit, LLC. The Company's street address and mailing address is 1415 Timberlane Road - Suite 217, Tallahassee FL 32312.

ARTICLE II

Commencement and Duration of Company

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

Management

The Company's initial General Manager is Robert D. Baker, 2999 Ingress Road, Tallahassee FL 32303, and the Company's initial Business Manager is Jim Bledsoe, 1415 Timberlane Road - Suite 217, Tallahassee FL 32312; they shall serve until the first annual meeting of the membership or until their successors are elected. Thereafter, the Company will be managed by a manager(s) elected annually, as provided in the Company's regulations.

ARTICLE IV

Admission of Additional Members

Additional members may be admitted to the Company if all the current members agree to the admission of the additional members and to the terms of such admission.

ARTICLE V

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates

the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI

Registered Agent and Office

The name and address of the Company's initial registered agent and registered office is Jim Bledsoe, 1415 Timberlane Road - Suite 217, Tallahassee FL 32312.

ARTICLE VII

Operating Agreement and Regulations

The members of the Company have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Company containing provisions for the regulation and management of the affairs of the Company.


IN WITNESS WHEREOF, I execute my signature on this 20th day of August, 2003.


JIM BLEDSOE - Organizing Member

CERTIFICATE OF RESIDENT AGENT AND OFFICE DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, Franklin Spirit, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1415 Timberlane Road - Suite 217, Tallahassee FL 32312, has named Jim Bledsoe, as Registered Agent and 1415 Timberlane Road - Suite 217, Tallahassee FL 32312, as the Resident Office.

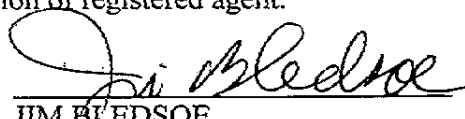
Executed: 8-20-03


Company Organizer/Initial Manager

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of registered agent.

Executed: 8-20-03


JIM BLEDSOE

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