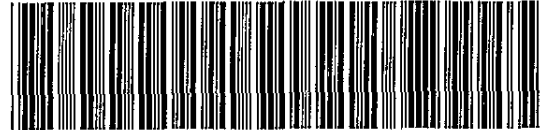


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FISHER AND WILSEY, P.A.

ATTORNEYS AND COUNSELORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3205

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GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

Telephone (727) 898-1181

Fax (727) 821-6681

DAVID F. WILSEY

STEVEN M. WILSEY
Also Certified
Public Accountant

Of Counsel
ROBERT W. FISHER
W. JOSEPH REYNOLDS

September 3, 2003

Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of
Terra Ceia Holdings, LLC

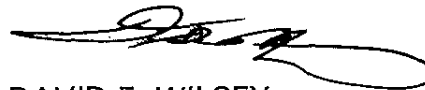
Gentlemen:

Enclosed are the following:

1. Articles of Organization of Terra Ceia Holdings, LLC,
2. Resident Agent Designation,
3. Check for: Filing Fee \$100.00
Designation of Agent 25.00
Certified Copy 30.00
Total \$155.00

Please return a certified copy to my office. Thank you for your attention to this matter.

Sincerely,



DAVID F. WILSEY

DFW/jek

Enclosures

\\2003\\corporations\\terra ceia holdings\\sec state ltr transmit articles

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TERRA CEIA HOLDINGS, LLC

The undersigned hereby execute and acknowledge these Articles of Organization for the purpose of forming a limited liability company (the Company) for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Company shall be

TERRA CEIA HOLDINGS, LLC

and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the Company is to engage in the transaction of any and all lawful business for which limited liability companies may be organized under Florida Statute 608.

ARTICLE III

The street address of the principal office of the Company shall be 401 Terra Ceia Road, Terra Ceia, Florida 34250, and the mailing address of the Company shall be P. O. Box 298, Terra Ceia, Florida 34250. The registered agent of the Company shall be Russell R. Pennington, Sr., and the street address of such registered agent is 401 Terra Ceia Road, Terra Ceia, Florida 34250.

ARTICLES OF ORGANIZATION
Terra Ceia Holdings, LLC.
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ARTICLE IV

Members of the Company may admit additional members from time to time, upon the unanimous consent of the members.

ARTICLE V

In the event of 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, the remaining members may nevertheless continue the business of the company upon the unanimous consent of such members.

ARTICLE VI

The Company may be managed by a management committee consisting of at least one member of the Company. Persons who are not members may not serve as managers. The initial manager who is to serve until the first annual meeting or until his successors are elected and qualify is:

Russell R. Pennington, Sr.
401 Terra Ceia Road
P. O. Box 298
Terra Ceia, Florida 34250

The election of a manager or management committee shall be by unanimous consent of the members and may include all members as members of the management committee, as the members may determine from time to time.

ARTICLES OF ORGANIZATION
Terra Ceia Holdings, LLC.
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ARTICLE VII

Members may assign or transfer the economic rights associated with their interest, but no other right of membership may be transferred without the consent of all other members. No assignee of any member's interest shall become a member without consent of all the other members, and the assignee's rights are limited solely to a creditor's remedies of a charging order against the assignor member's economic interest.

ARTICLE VIII

Distributions, profits and losses of the company are allocated proportionately with the members respective contributions.

ARTICLE IX

The members may adopt regulations to govern the affairs of the Company by unanimous consent. The manager or management committee shall have no power to adopt, alter, amend or repeal regulations adopted by the members, other than emergency regulations in the event of a catastrophic event, as provided by Florida Statutes 608.423.

ARTICLES OF ORGANIZATION
Terra Ceia Holdings, LLC.
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ARTICLE X

The Company's existence shall be the date these Articles are signed by the members, if the Articles are filed with the Florida Department of State within five (5) days of such date, and if not, then on the date these Articles are filed.

Dated Sept 2, 2003.


RUSSELL R. PENNINGTON, SR.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of September, 2003, by Russell R. Pennington, Sr. who is personally known to me or who produced _____ as identification.


NOTARY PUBLIC

Notary Seal:



David F. Wilsey
MY COMMISSION # DD215806 EXPIRES
July 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLES OF ORGANIZATION
Terra Ceia Holdings, LLC.
Page 5


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MANATEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR WHICH SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 608.507, Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST: That TERRA CEIA HOLDINGS, LLC, a limited liability company,
desiring to organize under the laws of the State of Florida with its principal office and
designated registered office, as indicated in Articles of Incorporation at 401 Terra Ceia
Road, Terra Ceia, Manatee County, Terra Ceia, Florida 34250, has named Russell R.
Pennington, Sr., whose address is 401 Terra Ceia Road, Terra Ceia, Florida 34250, as
its registered agent to accept service of process within this State, and evidences such
designation by its members.

TERRA CEIA HOLDINGS, LLC



RUSSELL R. PENNINGTON, SR., Member

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company,
at place designated in this certificate, I hereby agree to act in this capacity, and state
I am familiar with and accept the obligations of such position.



RUSSELL R. PENNINGTON, SR.