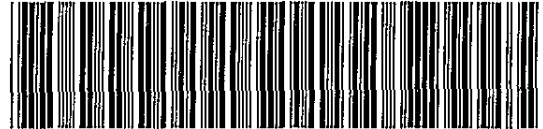


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DEPT. OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SUITE 500
MELBOURNE, FLORIDA 32901-4770

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TEL 321-984-273
FAX 321-723-409
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

September 5, 2003

Writer's e-mail:
cmcclelland1@bellsouth.net

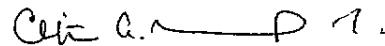
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Holiday Ventures, L.C.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$125.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah
Enclosures

**ARTICLES OF ORGANIZATION
OF
HOLIDAY VENTURES, L.C.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation hereby certifies that it is forming a limited liability company under the laws of the State of Florida, and providing for the formation, rights, privileges, and immunities of limited liability companies for profit in these Articles. The undersigned corporation further declares that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HOLIDAY VENTURES, L.C., and its principal office shall be located at 2293 West Eau Gallie Boulevard, Melbourne, Florida 32935, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while

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CLERK
FLORIDA

acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of a majority-in-interest of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Holiday Builders, Inc.
2293 West Eau Gallie Boulevard
Melbourne, FL 32935

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by consent of a majority-in-interest of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of a majority-in-interest of the members.

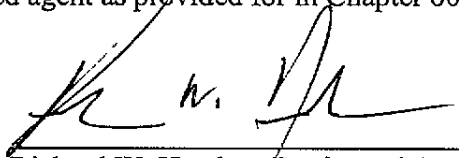
On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on consent of the majority-in-interest of the remaining members.

ARTICLE VI

REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE

The address of the initial registered office of the limited liability company is 2293 West Eau Gallie Boulevard, Melbourne, Florida 32935, and the name of the company's initial registered agent at that address is Richard W. Hawkes.

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, F.S.


Richard W. Hawkes, Registered Agent

The undersigned corporation, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of HOLIDAY VENTURES, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by Richard W. Hawkes, on the 3 day of September 2003, on behalf of
Holiday Builders, Inc. as member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOLIDAY BUILDERS, INC. Member

By: 

Richard W. Hawkes, President

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.