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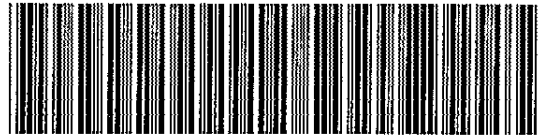
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J. BRYAN SEP 23 2003

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September 12, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BAREFOOT CHARTER INDUSTRIES, LLC

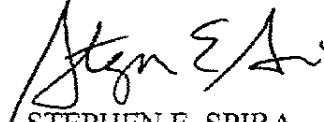
Enclosed please find original and one copy of Articles of Organization for the above-referenced Limited Liability Corporation and check in the amount of \$125.00 payable to the Secretary of State representing the filing fee.

Please return the extra copy of the Articles to me once they have been recorded.

If you have any questions or require further information, please advise.

Thank you for your assistance in this matter.

Sincerely,


STEPHEN E. SPIRA

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAREFOOT CHARTER INDUSTRIES, LLC**

The undersigned persons hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I – NAME

The name of this limited liability company shall be BAREFOOT CHARTER INDUSTRIES, LLC (the “Company”).

ARTICLE II – DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III – PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV – ADDRESS

The initial street and mailing address of the principal place of business of the Company is 270 MARION STREET, INDIAN HARBOR BEACH, FLORIDA 32937.

ARTICLE V – REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 270 MARION STREET, INDIAN HARBOR BEACH, FLORIDA 32937.

And the name of the initial Registered Agent of the Company at that address is JASON JUDGE, 270 MARION STREET, INDIAN HARBOR BEACH, FLORIDA 32937.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company.

ARTICLE VII – MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Member(s) of the Company may continue the business upon 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 Company upon unanimous agreement and as provided in the regulations of the Company.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by two (2) or more managers. The number of the initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be two (2). The names and addresses of such initial managers are as follows:

JASON JUDGE
270 MARION STREET
INDIAN HARBOR BEACH, FLORIDA 32937

DAVID ZABINSKI
547 N. SONORA CIRCLE
INDIALANTIC, FLORIDA 32903

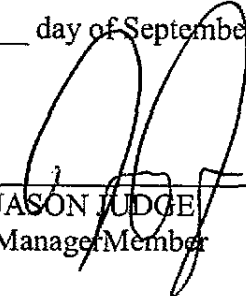
ARTICLE IX – ADOPTION OF REGULATIONS

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.


ARTICLE X – AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our act this the ____ day of September, 2003.



JASON JUDGE
ManagerMember



DAVID ZABINSKI
ManagerMember

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JASON JUDGE CORPORATION'S
TALLAHASSEE, FLORIDA

In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts herein stated are true.

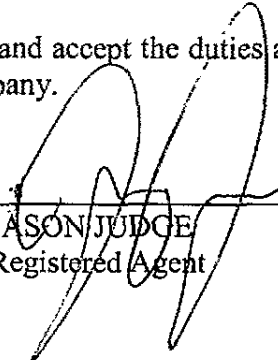


JASON JUDGE
ManagerMember



DAVID ZABINSKI
ManagerMember

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.



JASON JUDGE
Registered Agent