

OCT-03-03 FRI, 09:10 AM

STEPHEN R. MOORHEAD, P.A.

FAX NO. (850) 477-1730

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Division of Corporations

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From:

Account Name : STEPHEN R. MOORHEAD, P.A.
Account Number : I19990000132
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LIMITED LIABILITY COMPANY

A&F Enterprises, LLC

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**ARTICLES OF ORGANIZATION
OF
A&E ENTERPRISES, LLC**

The undersigned, the authorized representative of the members of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2002), adopts the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is A&E ENTERPRISES, LLC.

ARTICLE II

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office is:

321 Fox Den Court
Destin, FL 32541

Stephen R. Moorhead, Esq.
McDonald, Fleming, Moorhead, Ferguson,
Green, Smith, Blankenship & Heath, LLP
4300 Bayou Blvd., Ste. 13
Pensacola, FL 32503
Florida Bar No. 613339
Telephone: 850/477-0660
Fax: 850/477-1730

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TALLAHASSEE, FLORIDA

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ARTICLE IV
Initial Registered Agent

Stephen R. Moorhead is the Company's initial registered agent. The mailing and street address for the registered agent is:

4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503

ARTICLE V
Management

The Company shall be managed by its members. The names and addresses of the initial members are:

Eric Wilson
321 Fox Den Court
Destin, FL 32541

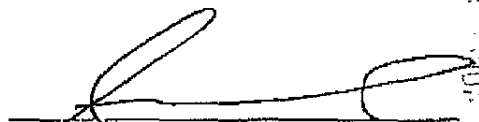
Alaine Buck
321 Fox Den Court
Destin, FL 32541

ARTICLE VII
Other Provisions

1. The remaining member or members of the Company may continue the business of the Company on 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.

2. No member of the Company shall be an agent of the Company solely by virtue of being a member.

Dated this 30 day of October, 2003.


Stephen R. Moorhead, as Authorized
Representative for Eric Wilson and
Alaine Buck

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 3 day of October, 2003.



Stephen R. Moorhead
4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503
Registered Agent

AND
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CLERK OF DISTRICT COURT
PENSACOLA, FL

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