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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

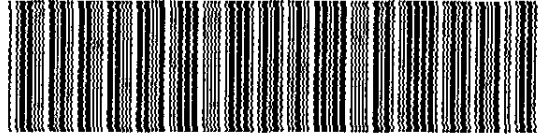
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DIVISION OF CORPORATIONS
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L03-41223 10/27/03 *[Signature]*

A. Dale Bloom
Rense S. Bloom
J. Philip Burt
William C. Butler
Jeffrey A. Clark
Timothy L. Claxton
G. Martin Cole
Thomas J. Dixon
Robert E. Doelling, Jr.
W. Michael Horton
Robert C. Kruger
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Michael C. Moellering
Shane C. Mulholland
Eugene E. Parker
Carol Bennett Rhodes
Suzan L. Rutz+
Wesley N. Steury
Dennis D. Sutton

*Also admitted in Illinois
+ Registered Family Law Mediator

BBDS&B

Burt, Blee, Dixon, Sutton & Bloom, LLP
Lawyers

October 15, 2003

Of Counsel:
Thomas J. Blee
Allan E. Bloom

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rupp-Price, LLC

Ladies/Gentlemen:

I enclose Articles of Organization for the above limited liability company along with a check in the amount of \$125.00 for the filing fee and the Articles and Designation of Registered Agent.

Please provide me with a file-marked copy of the Articles upon filing.

If there are questions, please call.

Very truly yours,

BURT, BLEE, DIXON, SUTTON & BLOOM, LLP


Dennis D. Sutton

DDS/km
Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rupp-Price, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dennis D. Sutton
(Name of Person)

Burt, Blee, Dixon, Sutton & Bloom, LLP
(Firm/Company)

1000 Standard Federal Plaza
(Address)

Fort Wayne, IN 46802
(City/State and Zip Code)

For further information concerning this matter, please call:

Dennis D. Sutton at (260) 426-1300
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Rupp-Price, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

102 25th Avenue
St. Pete Beach, FL 33706

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Robert F. Rupp, Jr.
Name

2409 Sunset Way
Florida street address (P.O. Box **NOT** acceptable)

St. Pete Beach, FL 33706
City, State, and Zip

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..


Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Robert F. Rupp, Jr.

2409 Sunset Way

St. Pete Beach, FL 33706

MGRM

John P. Price

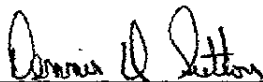
2450 San Gabriel Way, Apt. 303

Corona, CA 92882

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Dennis D. Sutton

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)