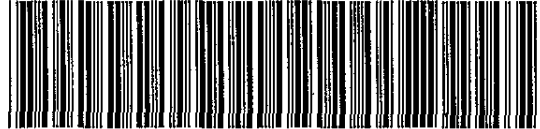


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TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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REBECCA J. DEL MEDICO, ESQ.
6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 964-1615

FILED
04 JAN 20 PM 1:12
TALLAHASSEE, FLORIDA

January 15, 2004

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Cherokee Sky LLC

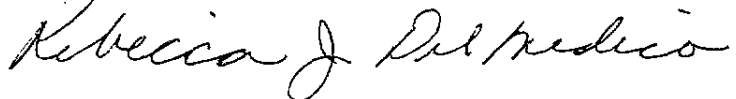
Dear Sirs or Madam:

Please find enclosed an original and one copy of the Amended and Restated Articles of Organization, for the above referenced Florida Limited Liability Company, along with a check in the amount of \$25.00. Please note that the only change is in Article VI-Classes of Membership and Article VII-Voting rights of Members. There has been no change in the Registered Agent and therefore no new designation is being filed.

Please stamp the copy as filed and return it to this office. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,



Rebecca J. Del Medico

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
CHEROKEE SKY, LLC.**

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME:

The name of the Limited Liability Company is:

Cherokee Sky, LLC.

ARTICLE II- ADDRESS:

The mailing address and street address of the principal office of Cherokee Sky LLC. is:

177 Bank Street
P.O. Box 997
Tellico, Plains TN. 37385

ARTICLE III- DURATION:

The period of duration for the Cherokee Sky LLC. shall be perpetual.

ARTICLE IV- MANAGEMENT:

Cherokee Sky LLC. is to be manager-managed by one or more managers. Managers may, but are not required to, be members of Cherokee Sky LLC.

The name and address of the initial manager is:

Gary Hunt
177 Bank Street
P.O. Box 997
Tellico, Plains TN.

**ARTICLE V-NAME AND ADDRESS OF THE
INITIAL REGISTERED AGENT**

The initial registered agent is:

Rebecca J. Del Medico, Esq.
6281 Floridian Circle
Lake Worth, Florida 33463

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04 JAN 20 PM 1:12
TALLAHASSEE, FLORIDA

ARTICLE VI-CLASSES OF MEMBERSHIP

There shall be four (4) classes of members within Cherokee Sky, LLC. Class A members and Class B members, Class C members and Class D members whose rights shall be set forth in the Operating Agreement.

ARTICLE VII- VOTING RIGHTS OF MEMBERS

Class A Members shall be voting
Class B Members shall be non-voting and non-dilutive.
Class C Members shall be voting and non-dilutive.
Class D Members shall non-voting and non-dilutive.

ARTICLE VIII-CONTINUATION OF 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, the remaining members shall have the right to continue the business.

ARTICLE IX-RIGHT TO ADMIT ADDITIONAL MEMBERS

The members shall have the right to admit additional members, upon the consent of a majority-in-interest of the members.

Initial Member


Gaty Hunt

Date: January 15, 2004