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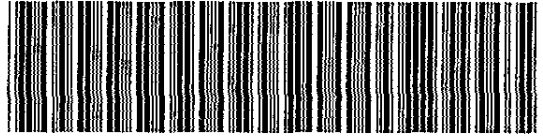
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CAPITAL CONNECTION, INC.

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Guthrie Trucking LLC

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ARTICLES OF ORGANIZATION OF
GUTHRIE TRUCKING, L.L.C.

The undersigned certifies that he is filing this document for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He 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 **GUTHRIE TRUCKING, L.L.C.**, and its principal office shall be located at 1891 Pine Avenue, Alva, Florida, County of Lee, State of Florida, and the mailing address shall be 1891 Pine Avenue, Alva, Florida, 33920. The Company 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 the business of transportation and to own and operate a trucking company for the purpose of providing trucking transportation or related services.
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, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a 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 of such contracts.

5. 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 law, lawfully carry on, exercise, or do. The purposes of this limited liability company shall be carried out only through members, managers, employees and agents, each of whom is licensed or otherwise legally qualified to render transportation and trucking services in the State of Florida.

ARTICLE III **INITIAL MEMBERS**

There shall be two initial members of this limited liability company, whose names, addresses and ownership are as follows:

NEIL GUTHRIE	51 Units
1891 Pine Avenue	
Alva, FL 33920	

PATRICIA GUTHRIE	49 Units
1891 Pine Avenue	
Alva, FL 33920	

ARTICLE IV **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 unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until her successors are elected and qualify in accordance with the regulations:

NEIL GUTHRIE
1891 Pine Avenue
Alva, FL 33920

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all 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 unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

ARTICLE VIII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1891 Pine Avenue, Alva, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Neil Guthrie.

The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **GUTHRIE TRUCKING, L.L.C.**

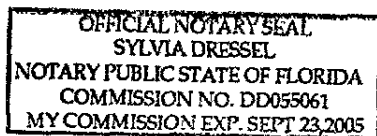
Executed by the undersigned at Fort Myers, on the 11 day of Dec., 2003.

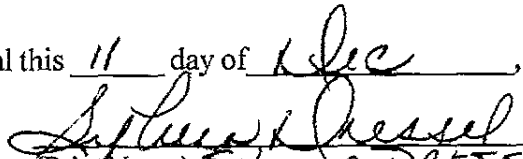

NEIL GUTHRIE

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared NEIL GUTHRIE, who is personally known to me or who has produced a driver's license as identification, who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 11 day of Dec, 2003.



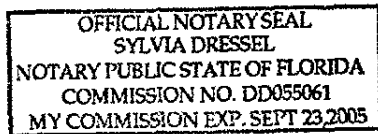

(Print Name) SYLVIA DRESSEL
Notary Public, State of Florida
My Commission number is:
My Commission expires:

Patricia Guthrie
PATRICIA GUTHRIE

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PATRICIA GUTHRIE, who is personally known to me or who has produced a driver's license as identification, who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 11 day of Dec., 2003.



Sylvia Dressel
(Print Name) SYLVIA DRESSEL
Notary Public, State of Florida
My Commission number is:
My Commission expires:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **GUTHRIE TRUCKING, L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named **NEIL GUTHRIE**, located at **1891 Pine Avenue, Alva, County of Lee, State of Florida, 33920**, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

NEIL GUTHRIE,
Registered Agent

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