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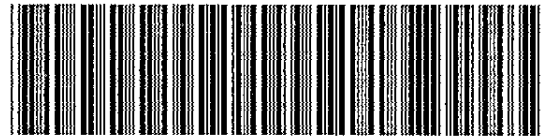
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TALLAHASSEE, FLORIDA

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Bruce A. Haught, P.A.
ATTORNEY AT LAW

385 Highway 98 East, Suite 220
P.O. Box 5017
Destin, FL 32540
Also Admitted to Practice in Alabama

(850) 837-7021
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E-mail: bahaught@earthlink.net

December 11, 2003

Division of Corporations
Public Access Accounts
409 E. Gaines Street
Tallahassee, FL 32399

RE: Account No. I19980000079

Dear Sir or Madam:

Enclosed please find Check No.6566 in the amount of Two Hundred and Thirty dollars and no cents, to be used in filing the following documents:

Articles of Amendment for Beal Properties, Inc. \$35.00 fee
Articles of Organization for Over-The-Hill-Gang Repair & Maintenance
Services, L.L.C \$ 125.00 fee
Articles of Incorporation of Caroline Wasson, P.A \$70.00 fee

I have also enclosed a copy of the above mentioned for your convenience please certify and return to our office.

In addition also enclosed is a Sunbiz E-file Deposit Slip along with a One Thousand Dollar check too be credited to our account.

Please contact our office with any questions. ✓ SCC

Sincerely,

MaryCatherine Price

MaryCatherine Price Receptionist to:
BRUCE A. HAUGHT, ESQUIRE

/mp
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
OVER-THE-HILL-GANG REPAIR & MAINTENANCE SERVICES, L.L.C.

The undersigned subscriber hereby forms a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be OVER-THE-HILL-GANG REPAIR & MAINTENANCE SERVICES, L.L.C.

ARTICLE II
DURATION

The duration of this limited liability company is perpetual.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the limited liability company is 704 Harbor Lane, Destin, FL 32541.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 385 Highway 98 E, Suite 220, Destin, FL 32541, and the name of the initial registered agent at that address is Bruce A. Haught.

ARTICLE VI
MANAGEMENT

The management of the company shall be by its members. The name and address of the initial members of the limited liability company is as follows:

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TALLAHASSEE, FLORIDA

John Dailey
704 Harbor Ln.
Destin, FL 32541

Howard Schulte
524 Jaunita Dr.
Destin, FL 32541

ARTICLE VII INDIVIDUAL FORMING COMPANY

The names and addresses of the Member of this limited liability company and his respective ownership interests are as follows:

John Dailey
704 Harbor Ln.
Destin, FL 32541

50%

Howard Schulte
524 Jaunita Dr.
Destin, FL 32541

50%

and their authorized representative for purposes of executing these Articles of Organization is Bruce A. Haught, 385 Highway 98 E, Suite 220, Destin, FL 32541.

ARTICLE VIII ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE IX DISSOLUTION

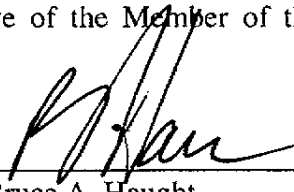
Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE X TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

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IN WITNESS WHEREOF, the undersigned has executed these Articles on the 11th day of December, 2003, as the authorized representative of the Member of the company identified above.

By: 
Bruce A. Haught

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared Bruce A. Haught, who is personally known to me or and who being first duly sworn, on oath, acknowledged that he executed the foregoing instrument for the uses and purposes therein set.

SWORN TO AND SUBSCRIBED before me this 11th day of December, 2003.



Mary Catherine Price
Commission #DD231933
Expires: Jul 13, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

CERTIFICATE DESIGNATING OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED AGENT/OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: OVER-THE-HILL-GANG REPAIR & MAINTENANCE SERVICES, L.L.C.

2. The name and address of the registered agent and offices is: Bruce A. Haught, 385 Highway 98 E, Suite 220, Destin, FL 32541.

Having been named as registered agent and to accept services 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.

Dated this the 11th day of December, 2003.

By: 
Bruce A. Haught, Registered Agent