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LAW OFFICES  
**McCLELLAND, JONES & LYONS, L.C.**

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January 6, 2004

Writer's e-mail:  
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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

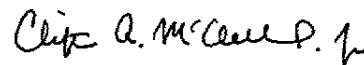
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RE: Eagle's Nest, L.C.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$125.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
EAGLE'S NEST, L.C.**

The undersigned certifies that he is forming 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. I further declare 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 EAGLE'S NEST, L. C., and its principal office shall be located at 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, County of Brevard, State of Florida, but it 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 any activity or business authorized under the Florida Statutes.
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, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of 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

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administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 laws, lawfully carry on, exercise, or do.

### ARTICLE III

### 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 a manager. 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.

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ARTICLE IV  
MANAGEMENT

This limited liability company is to be a manager-managed company. Management of this limited liability company is reserved to a manager, whose name and address is as follows:

Donald L. Simms  
2825 Business Center Boulevard  
Wickham Business Park, Suite C-1  
Melbourne, FL 32940

ARTICLE V  
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.

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 VI  
CAPITAL CONTRIBUTIONS

A Capital contribution in the total amount of \$500.00 cash shall be paid to the limited liability company by Donald L. Simms.

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ARTICLES VII

DURATION

This limited liability company shall have perpetual existence unless dissolved in a manner provided by law, or as provided in the regulations adopted by the member.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, County of Brevard, State of Florida, 32940, and the name of the company's initial registered agent at that address is Donald L. Simms.

The undersigned, being the member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of EAGLE'S NEST, L.C.

Executed by the undersigned, Donald L. Simms, at Melbourne, Florida, on the 6th day of January, 2004.

*[Handwritten Signature]*  
Donald L. Simms  
SEAL: JERRY D. JAMES, Notary Public, State of Florida  
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State of FLORIDA )  
                                  )ss  
County of BREVARD )

The foregoing instrument was acknowledged before me this 6th day of January, 2004, by Donald L. Simms, on behalf of EAGLE'S NEST, L.C., a limited liability company. Donald L. Simms  is personally known to me or \_\_\_\_\_ has provided \_\_\_\_\_ as identification.

*[Handwritten Signature]*  
Notary Public  
My commission expires:

Deanna M. Reiter  
Commission # CC 983962  
Expires Jan. 11, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.