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J. BRYAN JAN 23 2004

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1920-1998

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 12, 2004

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Organization of Pesterfield Capital Management, LLC

Gentlemen:

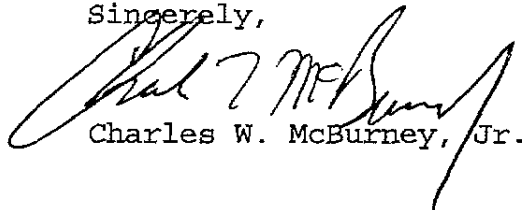
Enclosed you will find Articles of Organization, along with Certificate of Designation of Registered Agent/Registered Office, in duplicate for filing. Also enclosed is our check to cover the following:

Filing fee	\$ 100.00
Certified copy, Articles	30.00
Certificate of Status	5.00
Registered Agent Fee	<u>25.00</u>
TOTAL	\$ 160.00

Please return the certified copy of the Articles to the attention of the undersigned.

Thank you for your prompt attention to this matter.

Sincerely,


Charles W. McBurney, Jr.

Enclosures

ARTICLES OF ORGANIZATION
OF
PESTERFIELD CAPITAL MANAGEMENT, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Pesterfield Capital Management, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 11624 Kingsley Manor Way, Jacksonville, Florida 32225.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is John David Pesterfield, 11624 Kingsley Manor Way, Jacksonville, Florida 32225.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

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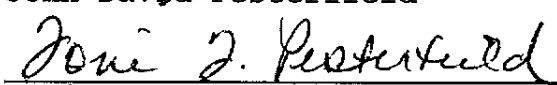
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ARTICLE IX - MANAGEMENT

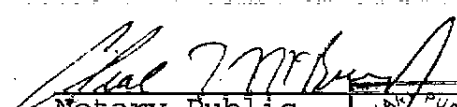
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is John David Pesterfield, 11624 Kingsley Manor Way, Jacksonville, Florida 32225.

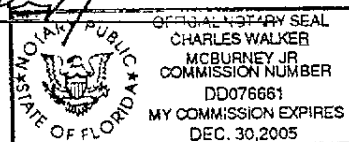
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Duval County, Florida on January 9, 2004.


John David Pesterfield


Toni T. Pesterfield

Sworn to and subscribed before me on January 9, 2004, by Charles W. McBurney, Jr., who is personally known to me or has produced _____ as identification.


Notary Public
Print Name:
Seal



Sworn to and subscribed before me on January 12, 2004, by Toni T. Pesterfield, who is personally known to me or has produced _____ as identification.



WILLIAM E. ALDRIDGE
MY COMMISSION # DD 206990
EXPIRES: May 22, 2007
Bonded Thru Budget Notary Services


Notary Public
Print Name:
Seal

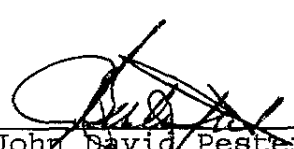
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Pesterfield Capital Management, LLC, a limited liability company, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Pesterfield Capital Management, LLC.

2. The name and street address of the registered agent in Florida is: John David Pesterfield, 11624 Kingsley Manor Way, Jacksonville, Florida 32225.

The undersigned, being the person in the Articles of Organization of Pesterfield Capital Management, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



John David Pesterfield
Registered Agent