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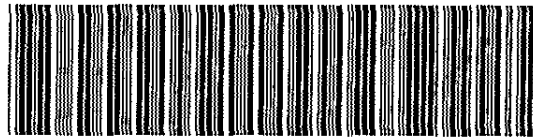
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6004-5189



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02/02/04--01010--004 **125.00

EFFECTIVE DATE

2-6-2004

SECURITY
TALLAHASSEE, FLORIDA

04 FEB -2 AM 9:02

FILED

W. WADE WALLACE, P.A.
ATTORNEY AND COUNSELOR AT LAW

(850)837-0155
FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY SUITE 26
MIRAMAR BEACH, FLORIDA 32550

January 28, 2004

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

RE: DTS Group, L.L.C.

EFFECTIVE DATE
2-6-2004

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TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed please find a check in the amount of \$125.00, to cover the required filing fees for the enclosed Articles of Organization. Upon filing please return the enclosed copies at your earliest possible convenience.

Should you have any questions with regard to this matter please do not hesitate to contact this office.

Sincerely,

W. WADE WALLACE, P.A.



Jodie L. Pitman
Legal Assistant

/jlp

enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 6, 2004

W. WADE WALLACE, P.A.
10221 WEST EMERALD COAST PARKWAY STE.26
MIRAMAR BEACH, FL 32550

SUBJECT: DTS GROUP, L.L.C.
Ref. Number: W04000005189

EFFECTIVE DATE
2-6-2004

We have received your document for DTS GROUP, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 30, 2004. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 904A00008317

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
DTS GROUP, L.L.C.

EFFECTIVE DATE
2-6-2004

The undersigned certify that we have associated ourselves together 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

NAME, PRINCIPAL PLACE AND MAILING ADDRESS
OF BUSINESS

The name of the limited liability company shall be **DTS Group, L.L.C.**, and its principal office and initial mailing address shall be **320 Highway 98 East, #401, Destin, FL 32541**, 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
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 III
MANAGEMENT

Management of this limited liability company is reserved to the members, whose names and addresses are as follows:

Allan Wallinder

320 Highway 98 East, #401

Destin, FL 32541

John Hong

Post Office Box 989

Destin, FL 32540

ARTICLE IV
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.

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SECRETARY OF
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VI
PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Allan Wallinder	50%
John Hong	50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being ~~January 21, 2004~~ February 6, 2004.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VII
DURATION


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **320 Highway 98 East, #401, Destin, FL 32541**, and the name of the company's initial registered agent at that address is Allan Wallinder.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DTS Group, L.L.C.

Executed by the undersigned on this the 22 day of January, 2004.


Allan Wallinder


John Hong

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04 FEB 04 AM 9:02
SEC. OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DTS Group, L.L.C.

The name of the registered agent for DTS Group, L.L.C. is Allan Wallinder and the street address of the office where the agent is located is 320 Highway 98 East, #401, Destin, FL 32541.

This statement is to acknowledge that, as indicated above, DTS Group, L.L.C. has appointed me, Allan Wallinder, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 22 day of January, 2004.

Allan Wallinder
Allan Wallinder

STATE OF FLORIDA
COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 22nd day of January, 2004 by Allan Wallinder, (X) who is personally known to me/() who produced the following as identification:

WITNESS my hand and seal this 22nd day of January, 2004.

Affix Seal:

Jodie L Pitman
Type Name: _____
NOTARY PUBLIC
My Commission Expires:



Jodie L. Pitman
MY COMMISSION # DD059099 EXPIRES
September 21, 2005
BONDED THRU TROY FAIN INSURANCE, INC.