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EFFECTIVE DATE**2-17-04**

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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LIMITED LIABILITY COMPANY**Holley Real Estate, LLC**

Certificate of Status	0
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2-17-04

ARTICLES OF ORGANIZATION
OF
HOLLEY REAL ESTATE, LLC

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 Holley Real Estate, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company: 386 Westwinds Drive, Palm Harbor, FL 34683.

ARTICLE III - DURATION

The company shall commence its existence on the 17th day of February, 2004. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Steven P. Riley, 4805 West Laurel Street, Suite 230, Tampa, FL 33607.

ARTICLE V - 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 such 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.

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ARTICLE VI - 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 majority vote of all the remaining members.

ARTICLE VII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

1. Beverly A. Holley, Member Manager
2. Michael P. Holley, Member

386 Westwinds Drive, Palm Harbor, FL 34683
2055 Red Cedar Lane West, Clearwater, FL 33763


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 4805 West Laurel St, Suite 230, Tampa, FL 33607, on February 16, 2004.


Steven P. Riley for The Strategic Counsel, L.C.


Beverly A. Holley, Member


Michael P. Holley, Member

Sworn to and subscribed before me this 16 day of February, 2004, by


Notary Public - State of Florida

Personally Known
OR
Produced Identification _____



Meteney Chavis
My Commission DD130624
Expires August 25, 2008

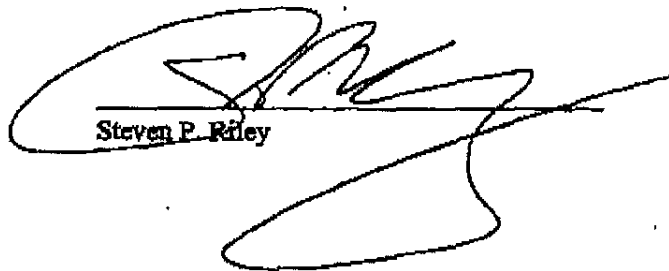
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

I, Steven P. Riley, hereby accept designation as Registered Agent on this 16th day of February, 2004.

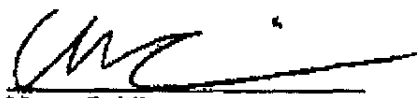

Steven P. Riley

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared Steven P. Riley, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 16th day of February, 2004.


Notary Public

Notary Public in and for the

State of Florida

My Commission Expires:



Melanie Chavis
My Commission DD133624
Expires August 28, 2006

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