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TALLAHASSEE, FLORIDA

2/18/04
[Signature]

WHIBBS & WHIBBS, P.A.

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Pensacola, Florida 32502

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February 3, 2004

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

RE: Spears & Son Construction, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization to be filed for the above-referenced Limited Liability Company.

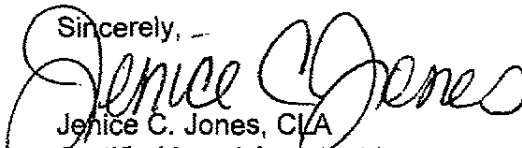
I have also enclosed our firm's check in the amount of \$125.00 which represents the following required fees:

Filing Fee	\$ 100.00
Registered Agent Fee	<u>25.00</u>
Total	\$ 125.00

At your earliest convenience please file the original and return a conformed copy of the filing to our office at the address referenced on the above letterhead.

Your kind attention to this matter is appreciated. Should you have any questions or require additional information please do not hesitate to contact our office. Thank you.

Sincerely, -


Jenice C. Jones, CMA
Certified Legal Assistant to
Suzanne N. Whibbs, Esquire

/jcj
Enclosure(s)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SPEARS & SON CONSTRUCTION, L.L.C.

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SEC. - FRY & SON
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 SPEARS & SON CONSTRUCTION, L.L.C. ("Company").

ARTICLE II - ADDRESS

The street address of the principal office of the company shall be 7211 Beulah Road, Pensacola, Florida and the mailing address shall be 19408 River Landing Road, Seminole, Alabama 36574.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved 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 Suzanne N. Whibbs at 105 East Gregory Square, Pensacola, Florida 32502.

ARTICLE V - ADMISSION OF NEW MEMBERS

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI--MANAGEMENT

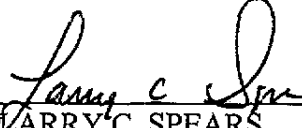
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these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

Larry C. Spears, MGRM
19408 River Landing Road
Seminole, Alabama 36574

Janet Spears
19408 River Landing Road
Seminole, Alabama 36574

Larry Charles Spears
19362 Three Rivers Road, Lt 7
Seminole, Al. 36574

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on this 30th day of January, 2004.


LARRY C. SPEARS,

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me on this 30th day of January, 2004, by LARRY C. SPEARS, who is personally known to me.



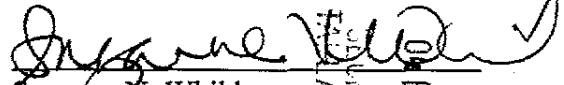
Joanna Osteen
Commission # DDC81032
Expires Dec. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC-State of Florida

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PENSACOLA, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SPEARS & SON CONSTRUCTION, 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 or her duties, and is familiar with and accept the obligation of the position as the registered agent.


Suzanne N. Whibbs
Registered Agent

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CLERK OF COURT
TALLAHASSEE, FLORIDA