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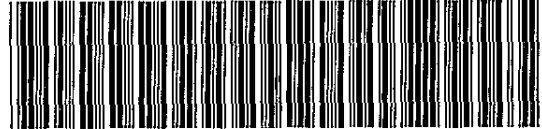
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CAPITAL CONNECTION, INC.

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Mandalay LLC

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____ Art of Inc. File _____

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____ UCC 11 Search _____

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**ARTICLES OF ORGANIZATION
OF
MANDALAY, LLC**

The undersigned, as a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida limited liability company named **Mandalay, LLC**.

ARTICLE I

Name

The name of the limited liability company shall be **Mandalay, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is: **348 2nd Street West, Tierra Verde, Florida 33715**.

ARTICLE III

Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is **348 2nd Street West, Tierra Verde, Florida 33715**, and the name of the initial registered agent of the Company at that address is **Brett I. Davis**.

ARTICLE V

Right to Admit Additional Members

The members may permit the admission of additional members and determine the capital contributions of such members upon a majority vote of the members.

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ARTICLE VI

Company Management

The Company is to be managed by one or more managers as provided in the regulations and/or operating agreement of the Company, as adopted and amended from time to time by the members. Initially, the Company shall have two (2) manager and the initial managers shall be **Brett I. Davis** whose address is 348 2nd Street West, Tierra Verde, Florida 33715 and **William E. Davis** whose address is 24454 Painter Drive, Land O'Lakes, Florida 34639, who shall serve as the managing members until the first annual meeting or until their successor are elected and qualified.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles or Organization this 17 day of February, 2004.


BRETT I. DAVIS


WILLIAM E. DAVIS

CONSENT TO APPOINTMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, Brett I. Davis having been named registered agent to accept service of process of Mandalay, LLC, a Florida limited liability company, at 348 2nd Street West, Tierra Verde, Florida 33715 hereby accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of registered agent.

Dated: 2-17-04 .

Brett I. Davis
BRETT I. DAVIS