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(Requestor's Name)

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PICK-UP WAIT MAIL

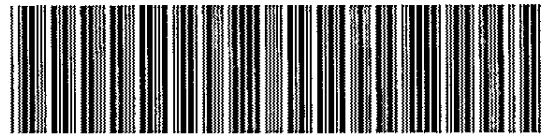
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Butch Smith, LLC

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
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- Certificate of Good Standing _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: *LW* *3/3* *11:00*
Name Date Time

Walk-In _____ Will Pick Up _____

Prepared by and return to:
Blake F. Deal, III, Esq.
Bartlett & Deal, P.A.
135 Professional Drive, Suite 101
Ponte Vedra Beach, FL 32082
(904) 285-5299

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ARTICLES OF ORGANIZATION
OF
BUTCH SMITH, L.L.C.

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I: NAME

The name of this limited liability company (the "Company") shall be BUTCH SMITH, LLC.

ARTICLE II: ADDRESS

The mailing address and the street address of the principal office of this company shall be 4366 Rues Landing Road, St. Augustine, Florida 32092.

ARTICLE III: REGISTERED AGENT

The initial registered office of this company shall be Bartlett & Deal, P.A., 135 Professional Drive, Suite 101, Ponte Vedra Beach, FL 32082, and its initial registered agent at such office shall be Blake F. Deal, III, Esq.

ARTICLE IV: MANAGEMENT OF THE COMPANY

This company will be a manager-managed company managed by its members in accordance with and subject to the requirements of the Act and the operating agreement of this company.

The Managing Members are:

Ponte Vedra Beach Investments, Inc., a Florida corporation
129 Nandina Circle
Ponte Vedra Beach, FL 32082

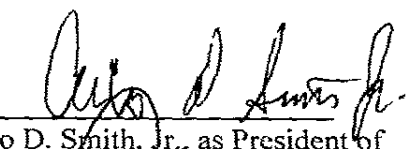
And

A.D. Smith Enterprises, Inc., a Florida corporation
4366 Rues Landing Road
St. Augustine FL 32092

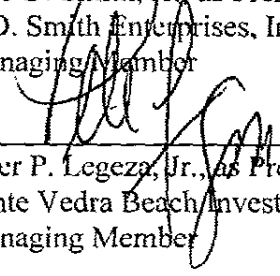
IN WITNESS WHEREOF, the undersigned, being the Managing Member of this company, has executed these Articles of Organization on behalf of this company in accordance with §608.407(3) of the Act.

Dated: March 2, 2004

By


Arlo D. Smith, Jr., as President of
A.D. Smith Enterprises, Inc.,
Managing Member


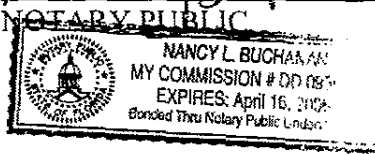
By


Peter P. Legeza, Jr., as President of
Ponte Vedra Beach Investments, Inc.,
Managing Member

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared A.D. Smith, Jr., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

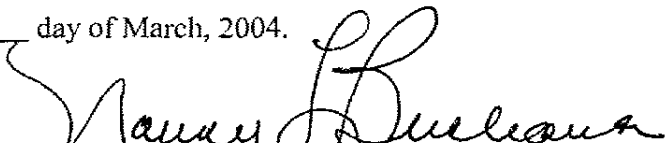
WITNESS my hand and seal this 2 day of March, 2004.


NOTARY PUBLIC


STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Peter P. Legeza, Jr., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 2 day of March, 2004.


NOTARY PUBLIC





ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for BUTCH SMITH, LLC at the place designated in the Articles of Organization, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

BARTLETT & DEAL, P.A.

A handwritten signature in black ink, appearing to read 'Blake F. Deal, III', is written over a horizontal line. The signature is stylized and cursive.

BLAKE F. DEAL, III