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(Requestor's Name)

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MAIL

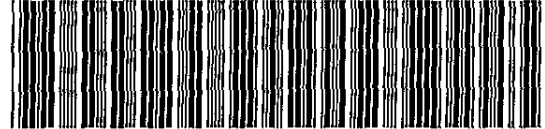
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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04/26/04--01005--011 **125.00

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ST. CLAIR COUNTY CLERK
CLERK'S OFFICE

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AND
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429-04

Law Office
Christian P. Fasullo, LL.M.

(A PROFESSIONAL LAW CORPORATION)

8680 Bluebonnet Blvd.

Suite F

Baton Rouge, Louisiana 70810

Phone: (225) 767-0083

Fax: (225) 769-7183

MAILING ADDRESS:

Post Office Box 80743

Baton Rouge, Louisiana 70898

April 20, 2004

Via Ordinary Mail

Registration Section

Division of Corporations

P.O. Box 6327

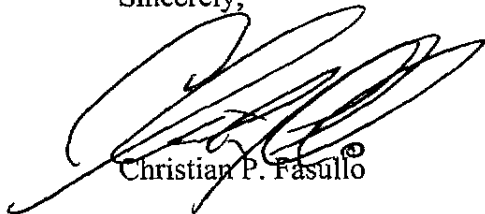
Tallahassee, FL 32314

RE: Filing of Limited Liability Company

Please find enclosed Articles of Organization and accompanying documents for R.W. Payroll, L.L.C. I have included a check for \$125.00 to cover any filing fees that may be required. If there are additional filing fees needed please call me at the above phone number and I will mail you a check for the needed funds immediately. If the Articles of Organization are deficient in any way, please call me so that I may draft additional documents to correct the deficiency, or please mail the enclosed documents to me at the above post office box.

Thank you for your cooperation.

Sincerely,



Christian P. Fasullo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

STATE OF FLORIDA

UNITED STATES OF AMERICA

ARTICLES OF ORGANIZATION
OF
R. W. PAYROLL, L.L.C.

BE IT KNOWN that on the 5th day of the month of March, 2004 before me, Christian P. Fasullo, a Notary Public duly commissioned and qualified in and for the state of Louisiana, and in the presence of the undersigned witnesses, personally came and appeared:

Ray Williams (MGRM), domiciled in East Baton Rouge Parish, whose present mailing address is 5616 River Bend Blvd., Baton Rouge, Louisiana 70820, Ownership Interest is 99%;

and

Shawn Engleton (MGRM), domiciled in East Baton Rouge Parish, whose present mailing address is 5616 River Bend Blvd., Baton Rouge, Louisiana 70820 Ownership Interest is 1%;

who, acting under the authority of the State of Florida's Limited Liability Company Law, do enter into the following contract for the formation of a Limited Liability Company:

1. **NAME** - The name of the Limited Liability Company shall be **R. W. Payroll, L.L.C.** sometimes hereafter called "the company".

2. **PURPOSES** - The company's purpose is to engage in any lawful activity for which Limited Liability Companies may be formed under Florida Limited Liability Law.

3. **MANAGEMENT** - The company shall be managed by its members.

4. **NO RESTRICTIONS** - There shall be no restrictions on the authority of the company's members to bind the company beyond those required by law.

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5. **LIABILITY WAIVER AND INDEMNIFICATION** - No member shall have any liability for damages for any duty breached or activity performed in connection with the management of the company. Further, each member shall be fully indemnified by the company for any judgments, settlements, penalties, fines or expenses incurred because he or she is or was a member of the company. It is the intention of this provision to afford members of the company the most complete elimination of liability and the fullest rights to indemnification possible under the laws of the State of Florida and the Statutes of Florida Law and this provision shall be so construed.

6. **NO OPERATING AGREEMENT; STATUTORY APPLICATION** - Unless and until these Articles of Organization are amended to provide otherwise, the company shall have no operating agreement and all questions concerning its status and operations, including questions of management and management rights, finance, distributions, assignment of membership interests and dissolution shall, unless otherwise provided herein, be governed by the laws of the State of Florida.

7. **PRINCIPAL OFFICE ADDRESS** - The principal office address shall be 76 CARRIAGE DR. Crawfordville, FL. 32327.

8. **REGISTERED AGENT & REGISTERED OFFICE** - The Registered agent shall be KEVIN CREEDEN, and the registered office of the Registered Agent is 76 CARRIAGE DR. Crawfordville, FL 32327.

9. Unless and until an amendment to these articles by authentic act providing otherwise is filed in the Department of State which **R. W. Payroll, L.L.C.** owns real property, any person dealing with **R. W. Payroll, L.L.C.** may rely upon a certificate of Ray Williams as:

- (a) establish the membership of any member of the company,
- (b) establish the authenticity of any records of the company or

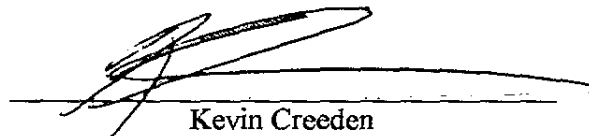
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- (c) establish the authority of any person to act on behalf of **R. W. Payroll, L.L.C.**, including but not limited to the authority to take actions referred to in Florida Statutes, which actions include:
- (1) The dissolution and winding up of the company,
 - (2) The sale, exchange, lease, mortgage, pledge, or other transfers of all or substantially all of the assets of the company,
 - (3) The merger or consolidation of the company,
 - (4) The incurrence of indebtedness by the company other than in the ordinary course of its business.
 - (5) The alienation, lease or encumbrance of any real property of the company, and
 - (6) An amendment to the articles of organization.

REGISTERED AGENT'S ACKNOWLEDGMENT AND SIGNATURE

Having been named as registered agent and to accept service of process for R. W. Payroll, L.L.C. at the place designated in these articles, I hereby accept the 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 as provided for in Chapter 608, Florida Statutes..



Kevin Creeden
Registered Agent For
R. W. Payroll, L.L.C.

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THUS DONE AND SIGNED on the day and date set forth above at the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana, the parties hereto having affixed their signatures, together with me, Notary, and the undersigned witnesses, after due reading of the whole.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

WITNESSES:

M Shortess

[Signature]

M Shortess

[Signature]

[Signature]
Ray Williams

[Signature]
Shawn Engleton

[Signature]
Christian P. Fasullo
NOTARY PUBLIC

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AND
NOTED

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