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(Requestor's Name)

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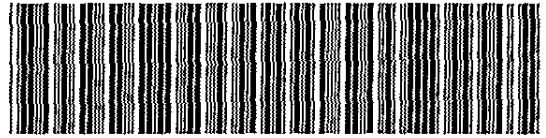
(Business Entity Name)

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Mary Ellen Davis
Attorney and Counselor at Law
P.O. Box 1720
17 High Drive, Suite C
Crawfordville, Florida 32326

Phone: (850) 926-6003
Fax: (850) 926-4944

April 26, 2004

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of The Barry Group, LLC

To Whom It May Concern:

Enclosed for filing are the Articles of Organization of The Barry Group, LLC.

Also enclosed is a check in the amount of \$155.00 to cover the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

MEDavis
Mary Ellen Davis

MED/bcd
Enclosures
cc: Mr. Joseph C. Barry, Jr. (w/o enclosures)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

THE BARRY GROUP, LLC

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby execute this document for the purpose of becoming a limited liability company under the laws of the State of Florida.

ARTICLE I: NAME

The name of this limited liability company shall be:

The Barry Group, LLC

ARTICLE II: ADDRESS

The principal place of business of this limited liability company shall be 2140-C Crawfordville Highway, Crawfordville, Florida 32327, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the limited liability company shall be Post Office Box 40 Crawfordville, Florida 32326.

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OFFICE
FLORIDA
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ARTICLE III: MEMBERS/MEMBER MANAGEMENT

There shall initially be four (4) members of this limited liability company:

- 1) Joseph C. Barry, Jr. (Managing Member);
- 2) Sue Ann Harley Smith (Managing Member);
- 3) Donald C. Henderson (Non-Managing Member); and
- 4) Billy G. Smith (Non-Managing Member).

New members may be added in the future in accordance with Section 608.4232 (*Florida Statutes 2004*). All members shall be designated as either managing members or non-managing

members. Managing members shall be entitled to vote. Non-managing members will have no voting rights or ability to direct or manage the limited liability company. Non-managing members shall have no authority to legally bind the limited liability company, or transfer any asset of the limited liability company. Third parties are hereby put on notice of the limitations of non-managing members. Each managing member shall be entitled to one vote. Joseph C. Barry, Jr. shall be a single managing member, entitled to one vote. Sue Ann Harley Smith shall be a single managing member, entitled to one vote. Donald C. Henderson shall be a non-managing member, and has no voting authority or right, and no legal authority to bind the limited liability company. Billy G. Smith shall be a non-managing member, and has no voting authority or right, and no legal authority to bind the limited liability company.

**ARTICLE IV: REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S ACCEPTANCE**

The name and the Florida street address of the Registered Agent are:

Joseph C. Barry, Jr.
2140-C Crawfordville Highway
Crawfordville, Florida 32327

Having been named as Registered Agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, 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*.

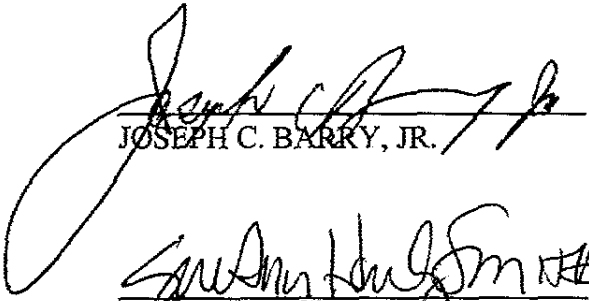

JOSEPH C. BARRY, JR., Registered Agent

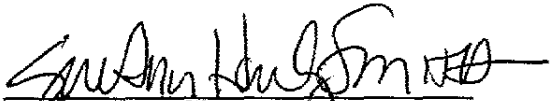
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IN WITNESS WHEREOF, the undersigned subscribers, as Managing Members of
The Barry Group, LLC, have hereunto set their hands this 22nd day of April, 2004.


JOSEPH C. BARRY, JR.


SUE ANN HARLEY SMITH

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

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