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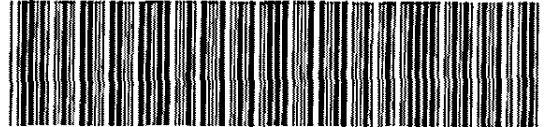
(Business Entity Name)

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SECOND HAVEN
FALLAHASSEE, FLORIDA

OSTERNDORF & ASSOCIATES, P.A.

Attorneys at Law
327 South Palmetto Avenue
Post Office Box 2352
Daytona Beach, Florida 32115-2352
(386) 255-9171 Fax: (386) 255-8570
Internet: OsterndorfPA@aol.com

Richard J. Osterndorf *
MaryEllen P. Osterndorf **

* Also admitted in New York
** Also admitted in Georgia

April 28, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Organization
Groeschner Financial Group, LLC.

Gentlemen:

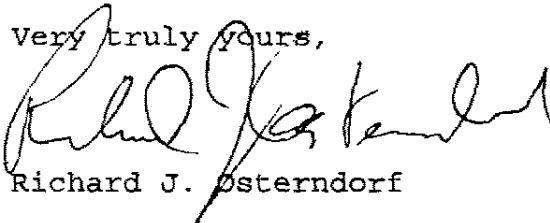
Enclosed please find the Articles of Organization for
GROESCHNER FINANCIAL GROUP, LLC.

together with my check, payable to the Department of State, in the
sum of \$125.00 covering the filing fee.

Please return a copy of the Articles of Organization
to the undersigned.

Thank you for your cooperation and help.

Very truly yours,



Richard J. Osterndorf

RJO/my

Enclosure - Check No: 2146 \$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
GROESCHNER FINANCIAL GROUP, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Article I

The name of the limited liability company shall be
Groeschner Financial Group, LLC.

Article II

The company may engage in any lawful business permitted
under the laws of the State of Florida.

Article III

The name and address of the resident agent is:

John F. Groeschner
635 South Ridgewood Avenue
Daytona Beach, Florida 32114

Article IV

The address of the principal office of the company is 635
South Ridgewood Avenue, Daytona Beach, Florida 32114

Article V

The company shall be managed by two managers whose names
and addresses are as follows:

John F. Groeschner 635 So. Ridgewood Avenue, Daytona Beach,
Fl. 32114

Marie Groeschner 635 So. Ridgewood Avenue, Daytona Beach,
Fl. 32114

Article VI

The company's existence shall be perpetual.

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SECRETARY OF STATE

Article VII

The company shall have all of the powers authorized by Florida laws or statutes.

Article VIII

Members shall not be personally liable for the debts, obligations or liabilities of the company except and unless specifically assumed in writing by the member.

Article IX

The company may admit additional members at any time and in any manner by the majority written consent of the members.

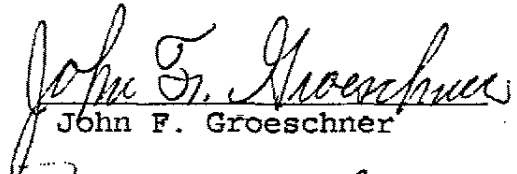
Article X

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time in writing by the majority written consent of the members.

Article XI

The company shall have the authority and shall issue Certificates of membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by an officer of the company.

IN WITNESS WHEREOF, the undersigned have caused these articles of organization to be executed this day of April, 2004.


John F. Groeschner

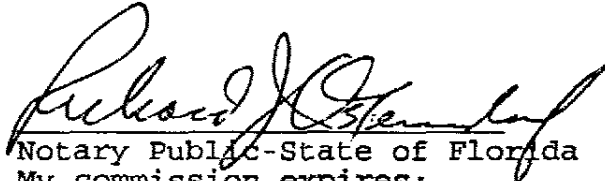

Marie Groeschner

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SECRETARY OF
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

On this 28th day of April, 2004, before me an official duly authorized to take acknowledgements and administer oaths came John F. Groeschner and Marie Groeschner, personally known to me to be the individuals who executed the foregoing articles of organization and they individually acknowledged that they executed the same.


Notary Public-State of Florida
My commission expires:



Richard J. Osterdorf
Commission # CC 954832
Expires Sep. 2, 2004
Bonded Title
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept Service of Process for Groeschner Financial Group, LLC. at the place designated in the Articles of Organization, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 608, Florida Statutes, relative to the maintenance of said office.


John F. Groeschner

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SECRETARY OF STATE