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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 18 2004

Law Offices of
Terry Tataru, P.A.

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May 4, 2004

Registration Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Mack McCain, LLC

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Organization (including a Certification of Designation of Registered Agent/Office) for a Florida Limited Liability Corporation. I am also enclosing my Trust Account check in the amount of \$125.00 for the filing fee. Please return a receipt stamped copy in the self-addressed, stamped envelope I have enclosed for that purpose.

If you have any questions concerning the above, please feel free to contact me.

Very truly yours,


Terry Tataru

TT:tjt
Enclosures
C: Mack McCain (w/enclos.)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MACK McCAIN, LLC

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the Limited Liability Company shall be Mack McCain, LLC ("Company").

ARTICLE II. ADDRESS

The physical street address of the principal office of the Limited Liability Company is 12312 Bay Street, Cedar Key, Florida 32625, and the mailing address is P.O. Box 4, Cedar Key, Florida 32625-0004.

ARTICLE III. DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement of the Company.

ARTICLE IV. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

Under the provisions of F.S. 608.415, Mack McCain, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

The name and address of the registered agent are Mack McCain, 12312 Bay Street, Cedar Key, Florida 32625 and the mailing address is P.O. Box 4, Cedar Key, Florida 32625-0004.

The undersigned, having been named as the registered agent and to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, hereby accepts the appointment as 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 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.

Mack McCain
MACK McCAIN, REGISTERED AGENT

ARTICLE V. ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

ARTICLE VI. MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member, and is therefore, a Member-managed Company. The name and physical street address of the Managing Member of the Company are Mack McCain, 12312 Bay Street, Cedar Key, Florida 32625 and the mailing address is P.O. Box 4, Cedar Key, Florida 32625-0004.

IN WITNESS WHEREOF, the undersigned Organizer/Managing member has made and subscribed these Articles of Organization at Cedar Key, Levy County, Florida, on April 30, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Mack McCain

MACK McCAIN,
ORGANIZER/MANAGING MEMBER

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