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2004 MAY 12 P 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(City/State/Zip/Phone #)

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THE LAW OFFICE OF
RAY E. THOMAS, JR., P.A.

3259 West Bryant Street
Post Office Box 39
Bell, Florida 32619

FILED
(352) 463-0077 (Office)
(352) 463-0090 (Fax)

2004 MAY 12 P 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10, 2004

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

Re: Whitley Flooring, LLC

Dear Sir or Madam,

Please find enclosed the following items:

Articles of Incorporation of Whitley Flooring, LLC
Certificate of Designation of Resident Agent and Acceptance

Also find enclosed a check made payable to Florida Department of State Division of Corporations in the amount of \$125.00 for the recording of the above documents. If there are any problems please contact me at (352) 463-0077.

Sincerely,


Ray E. Thomas, Jr.

RETjr/js
Enclosures

**ARTICLES OF ORGANIZATION
OF
WHITLEY FLOORING, LLC.**

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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 WHITLEY FLOORING, LLC.

ARTICLE II - ADDRESS

The mailing address of the company is 1379 N.W. 55TH AVENUE, BELL, FLORIDA 32619.

The street address of the principal office of the company is 1379 N.W. 55TH AVENUE, BELL, FLORIDA 32619.

**ARTICLE III -
REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE**

Under the provisions of Florida Statute 608.415 or 608.507, WHITLEY FLOORING, LLC. submits the following statement to designate a registered office and agent in the state of Florida:

The name and street address of the registered agent of the company in the state of Florida is FLAVIL SHANE WHITLEY, 1379 N.W. 55TH AVENUE, BELL, FLORIDA 32619.

Having been named as registered agent and 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Flavil S. Whitley
FLAVIL SHANE WHITLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - EFFECTIVE DATE

The effective date of the company shall be the date upon which it is filed with the Department of State in the State of Florida

ARTICLE V – PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTILCE VI-POWERS

The Company shall have all powers granted pursuant to Florida Statute 608.404

ARTILCE VII-AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Articles may be amended at any time by a majority vote of the member(s) entitled to vote.

ARTICLE VII- INDEMNIFICATION

The Company shall indemnify all member(s) pursuant to Florida Statute 608.4229 and all

other applicable Florida Statutes.

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IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at 3259 West Bryant Avenue Bell, Florida, on May 10 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Flavil S. Whitley
FLAVIL SHANE WHITLEY

(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.)

STATE OF FLORIDA
COUNTY OF GILCHRIST

Sworn to and subscribed before me this May 10, 2004 by Flavil Shane Whitley, who is personally known to me OR produced identification.
Type of identification produced: Driver's License

Notary Public -- State of Florida

Jacquelyn Shenefield



Jacquelyn Shenefield
MY COMMISSION # DD251425 EXPIRES
September 21, 2007
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

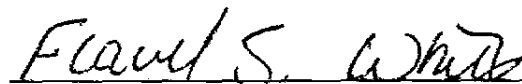
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Under the provisions of F.S. 608.415 or 608.507, WHITLEY FLOORING, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is WHITLEY FLOORING, LLC.
2. The name and address of the registered agent in Florida are:
FLAVIL SHANE WHITLEY
1379 N.W. 55TH AVENUE
BELL, FLORIDA 32619.

The undersigned, being the person named in the articles of organization of WHITLEY FLOORING, LLC. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



FLAVIL SHANE WHITLEY
Registered Agent