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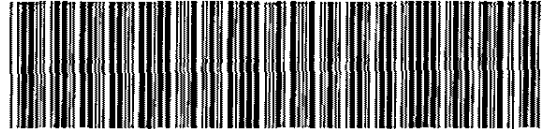
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SECRETARY OF STATE DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 679248 81879A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2004

ORDER TIME : 2:16 PM

ORDER NO. : 679248-005

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.
Timothy J. Conner & Associates

Suite 1
2 Jungle Hut Road
Palm Coast, FL 32137

DOMESTIC FILING

NAME: G & P ASSOCIATES HOLDINGS,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
G & P ASSOCIATES HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be G & P ASSOCIATES HOLDINGS, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2444 S. Oceanshore Blvd., Flagler Beach, Florida 32136.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

TIMOTHY J. CONNER
2 Jungle Hut Road, Ste. 1
Palm Coast, FL 32137

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ARTICLE V

The names and addresses of the members are as follows:

PAUL APOLLONIO (45%)	GEORGE GARY POPOVICH (45%)
25 Rodeo Dr.	25 Rodeo Dr.
Lagrangeville, NY 12540	Lagrangeville, NY 12540

JAMES H. APOLLONIO (10%)
25 Rodeo Dr.
Lagrangeville, NY 12540

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member may make additional capital contributions to the company on the consent of the members, or as provided in the regulations.

ARTICLE VII - TRANSFER DURING LIFE

(a) No member shall sell, assign, pledge or otherwise transfer, pledge or encumber, in any manner or by any means whatever, any interest in all or part of his capital contribution in the company (hereinafter referred to as transfer) except as hereinafter provided.

(b) If any member desires to transfer of any of his interest in the company at any time during his life, he shall first give written offer to that effect to the other members upon the same terms and conditions as the desired transfer. Thereafter, the other members shall have thirty (30) days after receipt of such notice, unless extended by mutual agreement by the members, to purchase or encumber such interest at a price agreed upon by the members or as otherwise set forth herein.

ARTICLE VIII - TRANSFERS AT DEATH

Upon the receipt of due notice of the death of the first member to die, the Manager shall, ninety (90) days after the receipt of such notice, assign, transfer and convey to the surviving members pro rata all of the interest owned by the said decedent and the Manager shall take all necessary proceedings to pay to the legal representative of the said decedent as much of the proceeds as may be necessary to purchase such interest in the company at the price agreed upon by the members or as otherwise set forth herein.

ARTICLE IX - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, additional members may be admitted to the company upon the written consent of a majority of the members of the company and on such terms and conditions as shall be determined by the members. A member may only transfer his or her interest in the company as set forth in the regulations of the company. No transferee shall have a 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 X - DEADLOCK

Should deadlock, dispute or controversy arise among the members for any reason including arriving and determining annually the adjusted

purchase price to be paid for a member's interest in the company, in the event they are offered for sale by any deceased member's estate, until a determination shall have been made as to such adjusted purchase price, the purchase price determined and agreed upon at the last anniversary date preceding such dispute shall continue in full force and effect until a determination shall be made either by the members or the Arbitrators, as hereinafter provided.

Should the members be unable to resolve such deadlock, dispute or controversy within fifteen (15) days the matter shall be submitted to arbitration as follows:

(a) Each member shall within thirty (30) days after such anniversary date, appoint a Certified Public Accountant, and the average of the purchase price determined by them shall be final, conclusive and binding upon the members, their executors, administrators and personal representatives, and a judgment on such determination may be obtained in any court of proper jurisdiction. The cost of such accounting shall be borne equally by the parties unable to reach agreement hereunder. All other disputes shall be resolved by submitting to arbitration in Atlanta, Georgia, in accordance with the rules for resolution of limited liability company disputes of the American Arbitration Association.

ARTICLE XI - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or

dissolution of a member or 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 dissolved by majority vote of all the remaining members.

ARTICLE XII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company as set out in the Operating Agreement. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these articles of organization at Palm Coast, Florida, on this

19th day of May


TIMOTHY J. CONNER, Organizer

**STATE OF FLORIDA
COUNTY OF FLAGLER**

THE FOREGOING instrument was acknowledged before me this 19th day of May, 2004, by Timothy J. Conner. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC



Regina Gutierrez
My Commission DD028262
Expires May 28, 2005

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

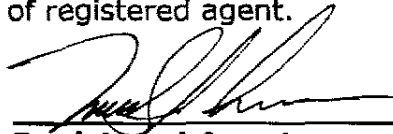
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TALLAHASSEE, FLORIDA

Under the provisions of F.S. 608.414 or 608.507, **G & P ASSOCIATES HOLDINGS, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

- (1) The name of the limited liability company is **G & P ASSOCIATES HOLDINGS, L.L.C.**
- (2) The name and street address of the registered agent in Florida are:

TIMOTHY J. CONNER
2 Jungle Hut Road, Ste. 1
Palm Coast, FL 32137

The undersigned, being the person named in the articles of organization of **G & P ASSOCIATES HOLDINGS, L.L.C.**, 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.



Registered Agent

Print Name: TIMOTHY J. CONNER