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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 28 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Holbrook & Sipe Investments LLC
(Name of Limited Liability Company)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Holbrook
(Name of Person)

Holbrook & Sipe Investments LLC
(Firm/Company)

202 5th Street
(Address)

St. Augustine, FL 32080
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Holbrook at (904) 461-1099
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:
The name of the Limited Liability Company is:

Holbrook & Sipe Investments LLC

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:	**Mailing Address:**
202 5th Street	Same
St. Augustine, FL 32080	

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
The name and the Florida street address of the registered agent are:

Robert Holbrook
Name

202 5th Street
Florida street address (P.O. Box **NOT** acceptable)

St. Augustine, FL 32080 FLORIDA
City, State, and Zip

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 the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

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TALLAHASSEE, FLORIDA

Title: "MGR" = Manager "MGRM" = Managing Member	**Name and Address:**
MGRM	Robert Holbrook 202 5th Street St. Augustine, FL 32080
MGRM	Ryan Sipe 17 E Street St. Augustine, FL 32080

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(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.)

Ryan Sipe / Robert Holbrook
Typed or printed name of signee

Filing Fees:
$100.00 Filing Fee for Articles of Organization
$ 25.00 Designation of Registered Agent
$ 30.00 Certified Copy (Optional)
$ 5.00 Certificate of Status (Optional)