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TALLAHASSEE, FLORIDA

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TAX ADVANTAGE

Income Tax Services
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JAMES K. REESE, EA

1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

May 20, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization – Down N' Dirty Tractor Work, LLC

Dear Sir or Madam:

Enclosed are (2) original Articles of Organization for the above referenced corporation and my check in the amount of \$125.00 for the filing fees. Please file the Articles and return one copy of the Articles to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,



James K. Reese, EA

Enclosures:

(2) Copies of Articles of Organization
Check for \$125.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
DOWN N' DIRTY TRACTOR WORK, LLC**

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 this limited liability company shall be:

DOWN N' DIRTY TRACTOR WORK, LLC

ARTICLE II - ADDRESS

The principal place of business and mailing address of the limited liability company shall be at 4561 Santa Clara Avenue, Middleburg, Florida 32068.

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 regulations.

ARTICLE IV - INITIAL REGISTERED AGENT & ADDRESS

The name and street address of the initial registered agent of the company in the State of Florida is:

Miller Karshner
4561 Santa Clara Avenue
Middleburg, Florida 32068

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 regulations 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 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 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 continued by unanimous vote of the remaining members.

ARTICLE VII –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. 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. The name and addresses of the members of the company are:

Miller Karshner
4561 Santa Clara Avenue
Middleburg, Florida 32068

Diana Karshner
4561 Santa Clara Avenue
Middleburg, Florida 32068

ARTICLE VIII - SPECIAL PROVISION

It is the intent of the members that the limited liability company will execute any necessary documents with the Internal Revenue Service concerning the taxation as a corporation and that the limited liability company will file Form 8832.

STATE OF FLORIDA
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Miller Karshner to me known to be the person described as subscribed in and executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above on this the 19 day of May 2004.

Amy L. Schumacher
Notary Public



Amy L. Schumacher
MY COMMISSION # DD240277 EXPIRES
August 11, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is:

DOWN N' DIRTY TRACTOR WORK, LLC

The name and address of the Registered Agent and Office

**Miller Karshner
4561 Santa Clara Avenue
Middleburg, Florida 32068**

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TALLAHASSEE, FLORIDA

SIGNATURE Miller Karshner
Miller Karshner
TITLE Managing Member
DATE 5-19-04

The undersigned, being the person named in the Articles of Organization of Down N' Dirty Tractor Work, 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.

SIGNATURE Miller Karshner
Miller Karshner
TITLE Registered Agent
DATE 5-19-04

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DOWDY & COMPANY
TALLAHASSEE, FLORIDA