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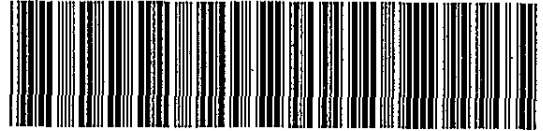
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OSTERNDORF & ASSOCIATES, P.A.

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Richard J. Osterndorf *
MaryEllen P. Osterndorf **

* Also admitted in New York
** Also admitted in Georgia

June 17, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Organization
Russell Family Properties, LLC

Gentlemen:

Enclosed please find the Articles of Organization for
RUSSELL FAMILY PROPERTIES, LLC.

together with my check, payable to the Department of State, in the
sum of \$125.00 covering the filing fee.

Please return a copy of the Articles of Organization
to the undersigned.

Thank you for your cooperation and help.

Very truly yours,



Richard J. Osterndorf

RJO/my

Enclosure - Check No: 2233 - \$125.00

ARTICLES OF ORGANIZATION
OF
RUSSELL FAMILY PROPERTIES, LLC.
A FLORIDA LIMITED LIABILITY COMPANY

Article I

The name of the limited liability company shall be
RUSSELL FAMILY PROPERTIES, LLC.

Article II

The company may engage in any lawful business permitted
under the laws of the State of Florida.

Article III

The name and address of the resident agent is:

MARILYN RUSSELL
840 Center Street, Unit 17
Holly Hill, Florida 32117

Article IV

The address of the principal office of the company is 840
Center Street, Unit 17, Holly Hill, Florida 32117

Article V

The company shall be managed by two managers whose names
and address are as follows:

Marilyn Russell 840 Center Street, Unit 17, Holly Hill, Fl.
32119

James Russell 5054 Olive Avenue, Bunnell, Fl. 32110

Article VI

The company's existence shall be perpetual.

Article VII

The company shall have all of the powers authorized by
Florida laws or statutes.

Article VIII

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Members shall not be personally liable for the debts, obligations or liabilities of the company except and unless specifically assumed in writing by the member.

Article IX

The company may admit additional members at any time and in any manner by the majority written consent of the members.

Article X

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time in writing by the majority written consent of the members.

Article XI

The company shall have the authority and shall issue Certificates of Membership to each member evidencing that members interest in the company. Certificates of Membership shall be signed by an officer of the company.

IN WITNESS WHEREOF, the undersigned has caused these articles of organization to be executed this 9th day of June 2004.


Marilyn Russell

STATE OF FLORIDA

COUNTY OF VOLUSIA

On this 9th day of June, 2004, before me an official duly authorized to take acknowledgements and administer oaths came Marilyn Russell, ~~personally known~~ to me to be the individual who executed the foregoing articles of organization and she individually acknowledged that she executed the same.

FL.D.C. R240553417140



Notary Public-State of Florida
My commission expires:



Deborah A. Oleksa
MY COMMISSION # DD116842 EXPIRES
May 13, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept Service of Process for Russell Family Properties, LLC. at the place designated in the Articles of Organization, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 608, Florida Statutes, relative to the maintenance of said office.


Marilyn Russell