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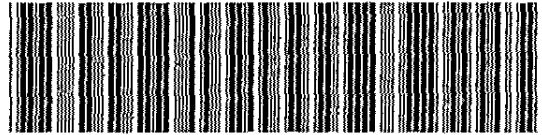
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRWIN AUG - 6 2004

**GARY A. BENSON**

ATTORNEY AND COUNSELOR AT LAW

Suite 101  
2955 Hartley Road  
Jacksonville, Florida 32257

TELEPHONE  
904/268-3780  
FAX  
904/268-2595

August 3, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Fruitcove Promotions, LLC  
a Florida Limited Liability Company

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Organization for the above-referenced company

Also enclosed is my check in the amount of \$125.00 to cover your fees for filing, registered agent designation, and certified copy. Please return the certified copy of the Articles of Organization to me at the above address.

Thank you for your assistance.

Sincerely,



GARY A. BENSON

GAB:np

Enclosure

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
**FRUITCOVE PROMOTIONS, LLC**

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TALLAHASSEE, FLORIDA

**ARTICLE 1**

Name

This company's name shall be:

**FRUITCOVE PROMOTIONS, LLC**

**ARTICLE II**

Duration

This Company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

Purpose

This company, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**

Company Management

The company will be formed with two Managers/Members and each Manager/Member will have a fifty (50) percent ownership interest in the Company. This 50 percent interest shall be considered a 50 percent voting interest as well.

## ARTICLE V

### Initial Registered Agent, And Initial Registered Office

#### REGISTERED AGENT

Gary A. Benson

#### ADDRESS OF INITIAL REGISTERED OFFICE

2955 Hartley Road, Suite 101  
Jacksonville, Florida 32257

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JACKSONVILLE, FLORIDA

## ARTICLE VI

### Board

The number of Managers may be altered from time to time by the By-Laws adopted by the Company. However, the company shall have no less than (1) Manager at any time. The Company shall have two Managers initially. Each Manager shall have a 50% ownership interest and voting interest in the Company.

## ARTICLE VII

### Initial Managers

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
MGR	Bradley Kennington	1104 Buckbean Branch Lane East Jacksonville, FL 32259
MGR	Gary Watson	845 Brookstone Court Jacksonville, FL 32259

Both Managers shall hold office until the first annual meeting of the Company.

## ARTICLE VIII

### Deadlock Provision

Should the Managers be unable to make a decision regarding the activities and/or future of the Company, and should they be unable or unwilling to proceed forward, they shall agree to one of the following two options: 1.) The Company shall be dissolved and an equal division of the Company assets and liabilities shall be rendered, or 2.) One Manager shall purchase the other Manager's interest in the Company for fair market value. With either option the two managers will pick a qualified corporate specialist

whom is mutually agreed upon to render a fair market valuation of the Company. Both Managers will be bound by the final determination of the fair market value of the Company by the mutually agreed to corporate specialist.

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## ARTICLE IX

### Indemnification And Required Signature

The Company shall indemnify any Agent, Officer or Manager, or any former Agent, Officer or Manager, to the full extent permitted by law.

This is done 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.

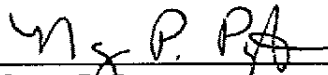
**IN WITNESS WHEREOF**, the undersigned Manager has executed these Articles on this 3rd day of August, 2004.

  
BRADLEY KENNINGTON, Manager

**STATE OF FLORIDA  
COUNTY OF DUVAL**

**BE IT REMEMBERED** that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared to me known to be the person described as the Manager in the foregoing Articles of Organization, and he acknowledged before me that he executed said Articles of Incorporation.

**WITNESS** my hand and official seal at said County and State this 3rd day of August, 2004.

  
Nancy P. Payton  
Notary Public  
State of Florida at Large

My commission expires:

Personally known (✓)  
Produced \_\_\_\_\_  
as identification



Nancy P. Payton  
MY COMMISSION # DD133171 EXPIRES  
July 11, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: **FRUITCOVE PROMOTIONS, LLC**, is qualified to do business under the laws of the State of Florida with its principal office at 1104 Buckbean Branch Lane East, Jacksonville, Florida 32259 and has appointed:

**Gary A. Benson  
2955 Hartley Road, Suite 101  
Jacksonville, Florida 32257**

as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named 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 of the Florida Statutes.

  
**GARY A. BENSON**  
Registered Agent

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