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To:
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Fax Number : (850) 205-0383

From:
Account Name : THE STRATEGIC COUNSEL, L.C.
Account Number : I20040000092
Phone : (813) 286-1700
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LIMITED LIABILITY COMPANY

Mabuhay Holdings, LLC

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ARTICLES OF ORGANIZATION
OF
MABUHAY HOLDINGS, LLC

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 MABUHAY HOLDINGS, LLC, ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company: 8323 Arcola Ave. Hudson, FL 34667.

ARTICLE III -- DURATION

The company shall commence its existence on the _____ day of _____, 2004. 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 Steven P. Riley, 4805 West Laurel Street, Suite 230, Tampa, FL 33607.

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 such 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 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.

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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 majority vote of all 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 names and addresses of the members of the company are

1. Dennis W. Maxwell, Member Manager 18420 Lansford Drive, Hudson FL 34667
2. Juvy A. Maxwell, Member 18420 Lansford Drive, Hudson FL 34667

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at: 4805 North Laurel St. Suite 200 on this 24th day of August, 2004. Tampa, FL 33606-7

Dennis W. Maxwell
Dennis W. Maxwell, Member Manager
18420-1771 813 870

Juvy A. Maxwell
Juvy A. Maxwell, Member 18420-1771 813 870

Sworn to and subscribed before me this 24 day of August, 2004, by Dennis W. Maxwell and Juvy A. Maxwell

Kathleen A. Rocca
Notary Public -- State of Florida



Kathleen A. Rocca
MY COMMISSION # 00058623 EXPIRES
September 29, 2005
BOND # 1000000.00 FARM INSURANCE, INC.

Personally Known

OR

Produced Identification

Type of Identification Produced FLDL
(Seal)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

I, Steven P. Riley, hereby accept designation as Registered Agent on this 2nd day of August 2004.

Steven P. Riley

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared Steven P. Riley, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

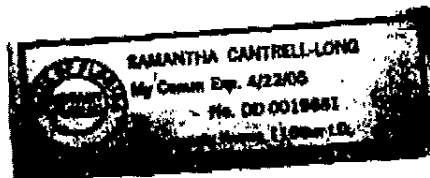
SUBSCRIBED AND SWORN TO BEFORE ME this the 2nd day of August, 2004.

Notary Public

State of Florida

Notary Public in and for the

My Commission Expires:



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