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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Business Entity Name)

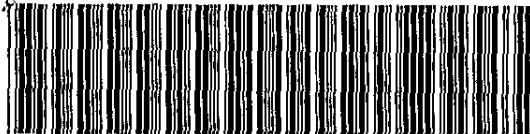
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BEIR & FISCHER ACCOUNTING, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 8, 2004

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

Re: ORGANIZATION - Philmar Investments, L.L.C.

Dear Sir:

Enclosed please find one original and one copy of Articles of Organization and Certificate of Resident Agent for the above proposed limited liability company.

Also find enclosed our check in the amount of \$125.00 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,

Jim D. Fischer

ARTICLES OF ORGANIZATION
OF
PHILMAR INVESTMENTS, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights and privileges and immunities of a Limited Liability Company.

ARTICLE I- NAME

The name of the organization shall be **PHILMAR INVESTMENTS, L.L.C.**

ARTICLE II- OFFICE

The street and mailing address of this organization shall be situated at **3909 MUSKET TRAIL JACKSONVILLE, FLORIDA 32277** and said organization shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street and mailing address of this corporation's initial registered office will be **3909 MUSKET TRAIL JACKSONVILLE, FLORIDA 32277** and the name of its initial registered agent will be **MARTIN SWINDLE** at such address.

ARTICLE IV- NATURE OF BUSINESS

The nature of the business and the purposes to the transacted are to engage in and to have unlimited power to do any lawful act concerning any and all lawful businesses which organizations may conduct under the provisions of the Florida Limited Liability Company laws.

ARTICLE V - MEMBERS

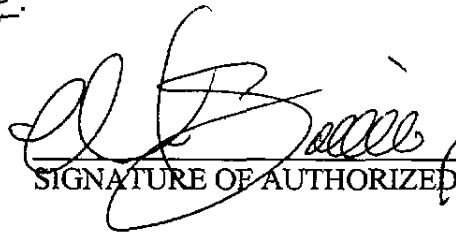
The initial members of this organization are as follows:

MARTIN SWINDLE

PHILLIP SWINDLE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member has executed these Articles of Organization this
3rd day of August, 2004.


SIGNATURE OF AUTHORIZED MEMBER

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.407, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the organization is: **PHILMAR INVESTMENTS, L.L.C.**
2. The name of the registered agent, the street address and the mailing address are:

**MARTIN SWINDLE
3909 MUSKET TRAIL
JACKSONVILLE FL 32277**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 608.407 FLORIDA STATUTES.

SIGNATURE: 
(REGISTERED AGENT)

DATE: 8.31.2004