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SECRETARY OF STATE
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TELEPHONE (352) 728-3060

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September 7, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: R AND B OUTFITTERS, L.L.C.

Gentlemen/Ladies:

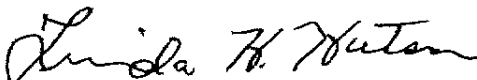
Enclosed please find our firm's check in the amount of \$155.00 to cover the following fees of your office.

Filing Articles of Organization	\$100.00
Certification of Articles	30.00
Filing Resident Agent Form	25.00

We enclose original and one copy of Articles of Organization of this proposed Limited Liability Company and executed resident agent form. Please endorse your approval on the copy of the Articles of Organization, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,



Linda H. Hutson
Legal Assistant

Enclosures
(L:\R and B\LLC Sec State Let.1hh)

ARTICLES OF ORGANIZATION OF
R AND B OUTFITTERS, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") is R AND B OUTFITTERS, L.L.C.

ARTICLE II. PURPOSE

The purpose of this Limited Liability Company may include the transaction of any and all lawful business for which Limited Liability Companies may be organized in the State of Florida.

ARTICLE III. ADDRESS

The mailing and street address of the Company's principal office is 332 N. McGowan Avenue, Crystal River, Florida 34429.

ARTICLE IV. MEMBERS AT TIME OF FORMATION

There shall be at least one member at the time the limited liability company is formed. The members at the time of formation are:

ROY F. CUNNINGHAM	332 N. McGowan Avenue Crystal River, FL 34429
BILLY R. HENDERSON	6949 W. Buckberry Court Crystal River, FL 34429

ARTICLE V. DURATION

The period of duration for the Company is perpetual, unless sooner terminated, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the Company's initial Registered Agent in Florida is ROY F. CUNNINGHAM. The address of the Company's registered office in Florida is 332 N. McGowan Avenue, Crystal River, Florida 34429.

ARTICLE VII. MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows:

ROY F. CUNNINGHAM	332 N. McGowan Avenue Crystal River, FL 34429
BILLY R. HENDERSON	6949 W. Buckberry Court Crystal River, FL 34429

ARTICLE VIII. ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE IX. MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF these Articles of Organization have been
executed on this 2nd day of September, 2004, at Crystal River,
Florida.

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TALLAHASSEE, FLORIDA

Witnesses:

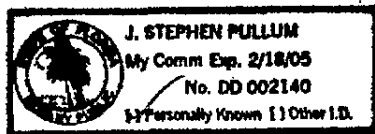
[Signature]

[Signature]
ROY F. CUNNINGHAM

"MEMBER"

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 2nd
day of September, 2004, by ROY F. CUNNINGHAM, as a Member to these
Articles of Organization. Said person did not take an oath and
(check one) 1 is personally known to me, _____ produced a
driver's license (issued by a state of the United States within the
last five (5) years) as identification, or produced other identifi-
cation, to wit: _____.



[Signature]
Printed Name: _____
NOTARY PUBLIC State of Florida
Commission # _____
My Commission Expires: _____

(L:\R and B\LLC Articles.lhh)