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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Business Entity Name)

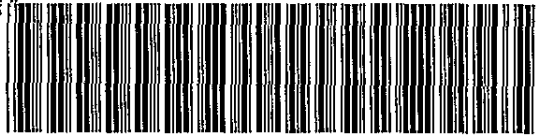
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KIEVIT, ODOM & BARLOW

ATTORNEYS AT LAW

**635 WEST GARDEN STREET
PENSACOLA, FLORIDA 32502**

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ROBERT W. KIEVIT*
BRADLEY S. ODOM**
RICHARD D. BARLOW
JACE OUTLAW

*Of Counsel
**Also licensed in Alabama

October 4, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *R & S Properties, LLC*
Articles of Organization

Ladies and Gentlemen:

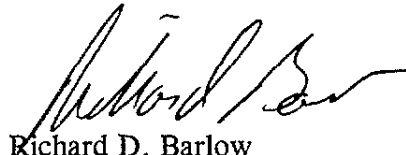
Enclosed for filing and approval are the original and a copy of Articles of Organization of the above-referenced limited liability company.

Also enclosed is our check in the amount of \$133.75 for the filing fee, registered agent fee, and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Sincerely,



Richard D. Barlow

RDB:cab

Enclosures

ARTICLES OF ORGANIZATION

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OF

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**R & S PROPERTIES, LLC
A Florida Limited Liability Company**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The members of the above-named company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization.

ARTICLE I. NAME

The name of the company shall be R & S PROPERTIES, LLC.

ARTICLE II. PERIOD OF DURATION

The duration of the company shall be perpetual, commencing on the filing of these Articles of Organization by the Department of State.

ARTICLE III. PRINCIPAL OFFICE

The initial principal office of the company shall be located at, and the mailing address of the company shall be 10071 Hummingbird Boulevard, Pensacola, Florida 32514.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of the company is the law firm of KIEVIT, ODOM & BARLOW, 635 West Garden Street, Pensacola, Florida 32502.

ARTICLE V. ADDITIONAL MEMBERS

No person, including the assignee of any member, shall be admitted as an additional member of the company except on the written consent of each member of the company.

ARTICLE VI. CONTINUATION OF BUSINESS

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Notwithstanding 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 remaining members may, by unanimous agreement, continue the business of the company.

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ARTICLE VII. MANAGEMENT

The management of the company is reserved to the members of the company. Each member of the company shall be a managing member. The names and addresses of the managing members are:


<u>Name</u>	<u>Address</u>
Amalio Santos, Jr.	698 10th Avenue New York, N.Y. 10019
Manuel Rivera	10071 Hummingbird Boulevard Pensacola, Florida 32514

ARTICLE VIII. AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization or any amendment thereto.

In witness whereof the undersigned members have executed these Articles of Organization this 4th day of October, 2004.


Amalio Santos, Jr.

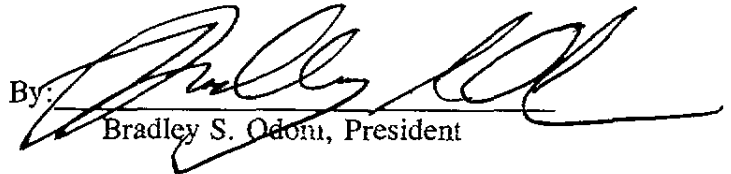

Manuel Rivera

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Having been named to accept the service of process for the above-stated company, at the place designated in this Certificate, the law firm of Kievit, Odom & Barlow, by its undersigned President, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of that position.

DATED this 14th day of ^{October} ~~September~~, 2004.

KIEVIT, ODOM & BARLOW

By: 
Bradley S. Odom, President