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TALLAHASSEE, FLORIDA

J. BRYAN OCT 14 2004

**TRANSMITTAL LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: First Higdon Group, LLC

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning the following matter to the following:

Ninfa Higdon  
1077 Shadowmoss Circle  
Lake Mary, Florida 32746

For further information concerning this matter, please call:

Ninfa Higdon at (786) 543-5830

STREET ADDRESS:  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FIRST HIGDON GROUP, 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.

2004 OCT 13 AM 10:55  
FALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of the limited liability company shall be First Higdon Group, LLC (“company”).

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the company is 1077 Shadowmoss Circle, Lake Mary, Florida 32746.

**ARTICLE III – DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. 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 is Ninfa Higdon, 1077 Shadowmoss Circle, Lake Mary, Florida 32746.

**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. 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.

**ARTICLE VI – MEMBERS’ RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member, of 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 unanimous vote of all the remaining members.

## ARTICLE VII – MANAGEMENT

The company shall be managed by a manager 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.

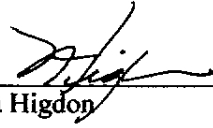
Ninfa Higdon

Member & Initial Manager

Michael Higdon

Member

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Lake Mary, Florida on October 8, 2004.

  
\_\_\_\_\_  
Ninfa Higdon  
Manager

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

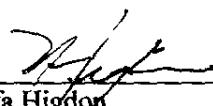
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, First Higdon Group, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is First Higdon Group, LLC.
2. The name and street address of the registered agent in Florida are:

Ninfa Higdon  
1077 Shadowmoss Circle  
Lake Mary, FL 32746

The undersigned, being the person named in the First Higdon Group, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Ninfa Higdon  
Registered Agent

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