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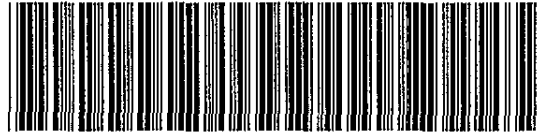
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 21 2004

STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

255 MAGNOLIA AVENUE SW
WINTER HAVEN, FLORIDA
33880

RICHARD E. STRAUGHN
MARK G. TURNER
PAUL L. KUTCHER*Δ
J. KEMP BRINSON

JACK STRAUGHN
(1925-2000)

* ALSO ADMITTED IN PENNSYLVANIA
Δ CERTIFIED CIRCUIT & COUNTY CIVIL MEDIATOR

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kbrinson@straughnturner.com

December 3, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: RSR HOLDINGS, LLC

Dear Sir or Madam:

The enclosed Articles of Organization for RSR HOLDINGS, LLC are submitted for filing. Please return all correspondence regarding this matter to:

J. Kemp Brinson
Straughn, Straughn & Turner, P.A.
P.O. Box 2295
Winter Haven, FL 33883-2295

Telephone: 863-875-0879

Enclosed is a check payable to the Florida Department of State for \$155.00 for the filing fee and a certified copy.

Sincerely yours,
STRAUGHN, STRAUGHN & TURNER, P.A.


J. Kemp Brinson

JKB

enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RSR 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 RSR HOLDINGS, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3832 Gaines Ct., Winter Haven, FL 33884.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

ROBERT S. RHINEHART, III
3832 Gaines Ct.
Winter Haven, FL 33884

ARTICLE IV - MANAGERS

The company is member-managed. The name and address of each member are as follows:

Robert S. Rhinehart, III, 3832 Gaines Ct., Winter Haven, FL 33884

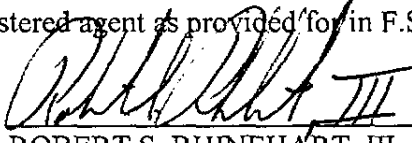


ROBERT S. RHINEHART, III

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for RSR HOLDINGS, LLC at the 3832 Gaines Ct., Winter Haven, FL 33884, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in F.S. Chapter 608.



ROBERT S. RHINEHART, III

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