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LIGHTSEY & ASSOCIATES, P.A.

2105 PARK AVENUE NORTH
WINTER PARK, FLORIDA 32789
Telephone: (407) 622-0025
Facsimile: (407) 622-0026

To: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

From: Virginia Manning, Assistant to Alton Lightsey

Date: January 6, 2005

Re: P&P Retail Group, LLC

Enclosed are Articles of Organization of P&P Retail Group, LLC, along with our check in the amount of \$155.00 for your filing fee and a certified copy. Please return the certified copy of the filed Articles to the above address. Thank you for your assistance in this matter.

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**ARTICLES OF ORGANIZATION
OF
P&P RETAIL GROUP, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

P&P Retail Group, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall

1645 Monterey Dr.
Clearwater, Florida 33756

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1645 Monterey Dr., Clearwater, Florida 33756, and the initial registered agent of the Company at such office shall Lester M. Porter. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the Members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of Business

The business of the Company shall be managed by Managers elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company. The Managers may be, but are not required to be, Members of the Company. The Managers shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Lester M. Porter, Member

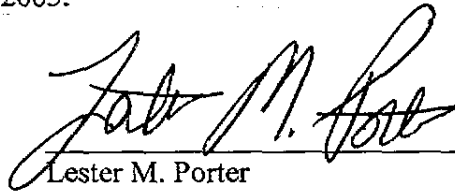
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P&P RETAIL GROUP, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 3rd day of January, 2005.


Lester M. Porter

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