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**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate and Business Law

CYNTHIA CROFOOT RIGNANESE

Attorney at Law
e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

January 10, 2005

Division of Corporation
PO Box 6327
Tallahassee, Florida 32314-6327

RE: BARTON TRUCKING, LLC

Dear Ladies:

Enclosed herewith for filing are Articles of Organization for the above-captioned limited liability company. A copy of the Articles of Organization is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$155.00 is enclosed to cover the following costs:

Filing Fee	\$ 100.00
Registered Agent	25.00
Certified Copy	30.00
Total	\$ 155.00

Thank you for your cooperation in this matter.

Sincerely yours,


CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/rh

Enclosure

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**ARTICLES OF ORGANIZATION
FOR
BARTON TRUCKING, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **BARTON TRUCKING, LLC.**

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually from the date of filing with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This Limited Liability Company is organized for the purpose of conducting all lawful trucking business.

**ARTICLE IV
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be at the following street address: 129 9th Eloise Street, Winter Haven, Florida 33880-5510, and such other place or places as the member from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: 129 9th Eloise Street, Winter Haven, Florida 33880-5510.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Limited Liability Company shall be **ROBERT BARTON**. The initial registered office address shall be 129 9th Eloise Street, Winter Haven, Florida 33880-5510.

**ARTICLE VI
MANAGEMENT**

The Limited Liability Company will be managed by it's Member, **ROBERT BARTON**. **ROBERT BARTON** shall serve as initial Manager until the first organizational meeting of members or until his successor is elected and qualifies. The name and address of the

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initial Manager is:

ROBERT BARTON
129 9th Eloise Street
Winter Haven, Florida 33880-5510.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: additional members are to be admitted as members of the company only by the unanimous vote of the subscriber(s) and in accordance with applicable law.

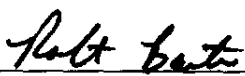
ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Limited Liability Company and in accordance with applicable law.

IN WITNESS WHEREOF, the party hereto has executed these Articles of Organization on the 14th day of January, 2005.

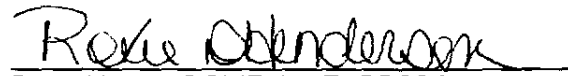


ROBERT BARTON, Manager and Member

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**STATE OF FLORIDA
COUNTY OF POLK**

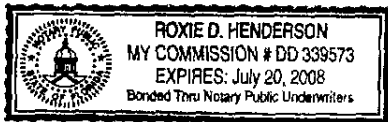
The foregoing instrument was acknowledged before me this 14th day of January, 2005, by **ROBERT BARTON**, who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and produced Florida Driver's License as identification.



Printed Name: ROXIE D. HENDERSON

Notary Public

(SEAL)



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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, to accept service of process for **BARTON TRUCKING, LLC**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent, including those specified in Chapter 608 of the Florida Statutes.

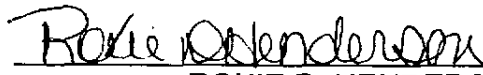
Dated: January 14, 2005.



ROBERT BARTON, Registered Agent

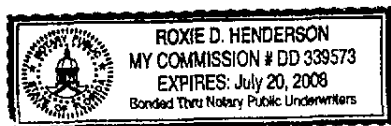
**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 14th day of January, 2005, by **ROBERT BARTON**, who personally appeared before me, and produced Florida Driver's License as identification.



Printed Name: **ROXIE D. HENDERSON**
Notary Public

(SEAL)



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