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(Requestor's Name)

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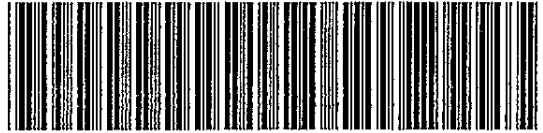
(Business Entity Name)

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TALLAHASSEE, FLORIDA

CP

LAW OFFICES OF
GOODSON AND MANLEY, PLC

A PROFESSIONAL LIABILITY COMPANY
2025 NORTH 3RD STREET
SUITE 200
PHOENIX, ARIZONA 85004
TELEPHONE (602) 252-5110
TELEFAX (602) 257-1883
TOLL FREE (800) 442-8057
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JOHN F. GOODSON AZ BAR
COLLEEN C. MANLEY AZ BAR

CHRISTINE S. GOODSON FORAKIS* AZ BAR
*Licensed also in FL
PAUL E. DELOUGHERY** AZ BAR
**Licensed also in MN

TRANSMITTAL

January 7, 2005

Department of State
Division of Corporations
Corporate Filings

RE: AZBLUE, LLC – KASTEN

no copy enclosed

Enclosed are the Articles of Organization (2 originals) and Publication Notice for filing for the above-referenced LLC.

Please file the originals and return a conformed copy of the articles, along with the your acceptance to Goodson and Manley, PLC.

Our check in the amount of \$125.00 is enclosed to cover the filing and expediting costs.

Thank You,

Adrian M. Zvirgzdins

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ARTICLES OF ORGANIZATION

AZBLUE, LLC, A FLORIDA LIMITED LIABILITY COMPANY

1. **Name.** The name of the limited liability company is AZBLUE, LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is 1265 se 21ST Street, Okeechobee, Florida 34974.
3. **Agent for Service of Process.** JUDITH A. KASTEN, 1265 SE 21st Street, Okeechobee, Florida 34974 is appointed, and by her signature below accepts appointment, to act as the agent for service of process.
4. **Organizer Name and Address.** JAMES A. KASTEN, 8633 E. Onyx Avenue Scottsdale, Arizona 85258.
5. **Members at Time of Formation.** There may be one or more members at the time the limited liability company is formed. There are or will be non-voting and voting ownership interests in the company.
6. **Date of Dissolution, Continuation of Business.** The limited liability company will exist in perpetuity, unless sooner dissolved by law or action of the members. The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company.

6.1. **Management.** Management of the limited liability company is vested in managers.

6.2. **Name and Address.** The name and address of the initial manager at the time of formation of the limited liability company, are:

6.2.1 CHAMPAGNE LIMITED PARTNERSHIP, JAMES A. KASTEN and MARY A. KASTEN, Co-Trustees of the JMK TRUST, dated December 1, 2004, Managing Member of CHAMPAGNE ENTERPRISES, LLC, General Partner, 8633 E. Onyx Avenue Scottsdale, Arizona 85258; and

6.2.2 JUDITH A. KASTEN, 1265 SE 21st Street, Okeechobee, Florida 34974.

6.3. The name and address of each member who owns a twenty percent (20%) or greater interest in the capital or profits of the company are:

6.3.1 CHAMPAGNE LIMITED PARTNERSHIP, JAMES A. KASTEN and

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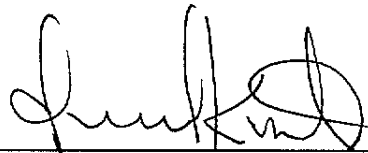
MARY A. KASTEN, Co-Trustees of the JMK TRUST, dated December 1, 2004, Managing Member of CHAMPAGNE ENTERPRISES, LLC, General Partner, 8633 E. Onyx Avenue, Scottsdale, Arizona 85258; and

6.3.2 JUDITH A. KASTEN, 1265 SE 21st Street, Okeechobee, Florida 34974.

7. **Purpose.** The purpose of the company is to engage in business for any lawful purpose except banking and insurance.

8. **New Members.** New members may be admitted pursuant to the terms of a written agreement between existing members.

9. **Indemnification of Members, Officers, Management.** The Company shall indemnify and pay the expenses as incurred of an individual made a party to a proceeding because he is or was a manager, member, officer, or organizer of the Company or the Company's benefit/retirement plan against liability incurred in the proceedings if such person: (a) conducted himself or herself in good faith; (b) reasonably believed that his or her conduct was at least not opposed to the Company's or the employees'/retirement plan beneficiaries' best interest; and (c) had no reasonable cause to believe that his or her conduct was unlawful or of a criminal nature.



JAMES A. KASTEN, Organizer

I, JUDITH A. KASTEN, having been designated to act as Statutory Agent for AZBLUE, LLC, hereby consent to act in that capacity until removed or my resignation is submitted in accordance with the Florida Revised Statutes.

Dated: 12-19-04


JUDITH A. KASTEN

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TALLAHASSEE, FLORIDA

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