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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shelby, Medina & Stargel, LLP

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January 28, 2005

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


In re: Max & Debbie Enterprises, LLC, our matter #04-117

Dear Sir or Madam:

Enclosed for filing for the above referenced matter are the enclosed Articles of Organization and Designation of Registered Agent. Also enclosed is our check in the amount of one hundred twenty-five dollars (\$125.00) for the filing fees.

Please return the recorded documents in the stamped self addressed envelope. If you should have a question please contact my office. Thank you for your assistance in this matter.

Sincerely,
Shelby, Medina & Stargel, LLP

By: 
Dictated by Daniel Medina, LL.M. and signed in his
Absence to avoid delay in mailing.

DM/emh

Enclosures (as stated)

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TALLAHASSEE, FLORIDA

*This document prepared by
Daniel Medina, L.L.M.,
Shelby, Medina & Stargel, LLP
P. O. Box 6272
Lakeland, FL 33807-6272*

**ARTICLES OF ORGANIZATION
OF
MAX & DEBBIE ENTERPRISES, 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 Max & Debbie Enterprises, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3420 Pinedale Drive, Lakeland, Florida 33811.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is: Shelby, Medina & Stargel, LLP, 902 South Florida Avenue, Suite 101, Lakeland, Florida 33803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in the Operating Agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Articles of Organization of Max & Debbie Enterprises, LLC.

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, as provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or 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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managers of the Company are as follows:

NAME
Max Uzelatz

ADDRESS
5808 Laurel Oak Drive
Lakeland, Florida 33811

Articles of Organization of Max & Debbie Enterprises, LL.C.

Maxine Uzelatz

5808 Laurel Oak Drive
Lakeland, Florida 33811

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this January 25, 2005.

Max Uzelatz

Max Uzelatz, Organizer

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this January 25, 2005, by Max Uzelatz.

[Signature]

Notary Public -- State of Florida
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known ✓

OR Produced Identification

Type of Identification Produced Id Driver License

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TALLAHASSEE, FLORIDA

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Articles of Organization of Max & Debbie Enterprises, LLC.

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

Under the provisions of F.S. 608.415 the Max & Debbie Enterprises, 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 in Max & Debbie Enterprises, LLC
2. The name and address of the registered agent in Florida are:

SHELBY, MEDINA & STARGEL, LLP
902 South Florida Avenue, Suite 101
Lakeland, Florida 33803

Max Uzelatz

Max Uzelatz, Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the corporation named in the articles of organization of Max & Debbie Enterprises, 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 its duties, and is familiar with and accept the obligations of the position of registered agent.

REGISTERED AGENT:

SHELBY, MEDINA & STARGEL, LLP,
a Florida limited liability partnership

By: *[Signature]*

Daniel Medina, Partner

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