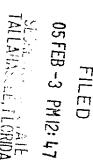
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TRANSMITTAL LETTER

TO: Registration Section Division of Corporations
SUBJECT: Schumack and Agrice (Name of Limited Liability Company)
The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:
Chartypho Tell Phymacker (Name of Person)
Shumacho Capital Uniture, LCC (Firm/Company)
3431 Calcumo Dr.
(Address)
Sephyshills Re 33543 (City/State and Zip Code)
(City/State and Zip Code)
For further information concerning this matter, please call:
Charles Told Shumacker at (3/3) 417-7905 ASS SEE SEE (Name of Person) (Area Code & Daytime Telephone Number) ASS SEE SEE SEE
or m

STREET ADDRESS:

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399 MAILING ADDRESS:

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

ARTICLES OF ORGANIZATION OF SCHUMACHER CAPITAL VENTURE, LLC

The undersigned 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

<u>Name</u>

The name of the limited liability company (the Company") is to be:

Schumacher Capital Venture, LLC.

Article II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company is to be: ¿

3431 Oakwood Drive Zephyrhills, Florida 33543-5211

Article III

Registered Office and Registered Agent

The initial registered office of the Company is to be located at 3431 Oakwood Drive, Zephyrhills, Florida 33543-5211, and the initial Registered Agent of the Company at this office is to be Christopher Todd Schumacher. The Company is to have the right to change such registered office and such registered agent from time to time, as provided by law.

Article IV

Management

The Company is to be a member-managed company, and the names and addresses of the managing members are:

Christopher Todd Schumacher (100%) 3431 Oakwood Drive Zephyrhills, Florida 33543-5211

Article V

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, is to be vested in the managers of the Company. The Operating Agreement of the Company is to be for the government of the Company and may contain any provisions or requirements for the management or the 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 VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

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

Christopher Todd Schumacher Authorized Representative

SCHUMACHER CAPITAL VENTURE, 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.

DATE this 30 day of September 2004.

Christopher Todd Schumacher

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