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W05-9679



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02/21/05--01065--024 **155.00

BAJH

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05 FEB 25 AM 11:30



504 NORTH BAYLEN STREET
PENSACOLA, FLORIDA 32501
850-434-9922
FACSIMILE: 850-432-2028

February 18, 2005

Via Federal Express Overnight Delivery

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Direct Service Express, LLC d/b/a D.E.S.

Gentlemen:

Enclosed for filing and approval are the original and a copy of the Articles of Organization of the above-referenced limited liability company and designation of registered agent. Enclosed is David Chadwell's check in the amount of \$155.00 for the filing fee and for a certified copy of Articles of Organization. Please acknowledge and return the certified copy to me.

Also enclosed is an Application for Registration of Fictitious Name for registration of the fictitious name of D.E.S., along with Mr. Chadwell's check in the amount of \$80.00 for the filing fee and for a certified copy of the registration. Please forward these enclosures to the appropriate department when Direct Service Express, LLC becomes a Florida limited liability company. Please have that department acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Sincerely,

Michael J. Stebbins

MJS

Enclosures

pc: Mr. David Chadwell (w/encl.)



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 24, 2005

MICHAEL STEBBINS
504 NORTH BAYLEN STREET
PENSACOLA, FL 32501

SUBJECT: DIRECT SERVICE EXPRESS LLC
Ref. Number: W05000009679

We have received your document for DIRECT SERVICE EXPRESS LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 505A00013046



504 NORTH BAYLEN STREET
PENSACOLA, FLORIDA 32501
850-434-9922
FACSIMILE: 850-432-2028

February 24, 2005

Via Federal Express Overnight Delivery

Florida Department of State
Division of Corporations
ATTN: Michelle
409 East Gaines Street
Tallahassee, FL 32399

RE: Direct Express Service, LLC d/b/a D.E.S.

Gentlemen:

I am pleased to enclose an original and a copy of the corrected Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for Direct Express Service, LLC, along with an original and one copy of an application for registration of the fictitious name of D.E.S. Please have certified copies and returned to me. No filing fees are enclosed for either the limited liability company articles of organization or for the application for registration of fictitious name for the reasons stated below.

On February 21, 2005, this office delivered to your office via Federal Express Overnight Delivery for filing an original and a copy of the Articles of Organization of Direct Service Express, LLC, along with Mr. Chadwell's check in the amount of \$155.00 for the filing fee and for a certified copy of the Articles of Organization. Also enclosed was an Application for Registration of Fictitious Name for the fictitious name of D.E.S., along with Mr. Chadwell's check in the amount of \$80.00 for the filing fee and for a certified copy of the registration.

Early the morning of February 21, 2005, we discovered that the name of the LLC had been incorrectly stated in both the Articles of Organization and the Application for Registration of

Florida Department of State
Division of Corporations
February 24, 2005
Page 2

Fictitious Name. My office assistant called your office regarding the error and your staff graciously agreed to attempt to stop the LLC from being registered and either hold the papers awaiting receipt of the correct documents, or return the documents to this office.

My office assistant learned by phone call to your office today that the Articles of Organization are being returned to this office. Additionally, she learned that the \$155.00 filing fee for the limited liability company articles of organization has been deposited/cashed, and that as a result of depositing that sum, it was not necessary to include any additional fees for the enclosed articles of organization.

In regard to the enclosed application for registration of fictitious name, we are unclear as to what action may be taken by the Fictitious Name Department. We have received no definitive response to our inquiries as to whether the application for registration of fictitious name delivered to you on February 21, 2005 will be returned to us along with the \$80.00 registration fee. Therefore, out of an abundance of caution, I am including in this correspondence the new application for registration of the fictitious name of D.E.S. without any filing fee. I would ask that a copy of this letter along with the original and the copy of the new application for registration of the fictitious name of D.E.S. be forwarded to the Fictitious Name Department and that the Fictitious Name Department contact my office if there is any additional information needed or fees required in order to process the new application for registration of the fictitious name of D.E.S.

Thank you for your help for your attention to this matter.

Sincerely,

Mike

Michael J. Stebbins

MJS
Enclosures

pc: Mr. David Chadwell (w/encl.)

ARTICLES OF ORGANIZATION
OF
Direct Express Service, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Direct Express Service, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 3037 Red Fern Road, Cantonment, FL 32533.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are executed. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is David Chadwell at 3037 Red Fern Road, Cantonment, FL 32533.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

FILED
05 FEB 25 AM 11:30
TALLAHASSEE, FLORIDA

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with operating agreement adopted by the members for the management of the business and affairs of the company. The 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 manager of the company is David Chadwell at 3037 Red Fern Road, Cantonment, FL 32533. The names and addresses of the members of the company are:

NAME

David Chadwell

ADDRESS

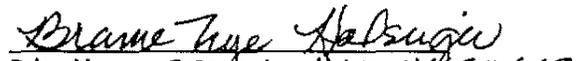
3037 Red Fern Road, Cantonment, FL 32533

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at 504 North Baylen Street, Pensacola, Florida, on this 28th day of February 2005.


David Chadwell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 28th day of February 2005 by David Chadwell, a person known to me ~~or who produced~~ _____ as identification.


Print Name: BRAME NYE HOLSINGER
Notary Public

(SEAL)

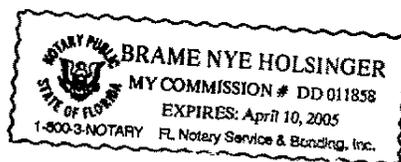


EXHIBIT A

Direct Express Service, LLC
STATEMENT OF MEMBERSHIP AND CONTRIBUTIONS

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$100.00 as follows:

David Chadwell - \$100.00
3. No property is being contributed.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, Direct Express Service, 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 is Direct Express Service, LLC.
2. The name and street address of the registered agent in Florida is: David Chadwell at 3037 Red Fern Road, Cantonment, FL 32533.

The undersigned, being the person named in the articles of organization of Direct Express Service, 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



David Chadwell