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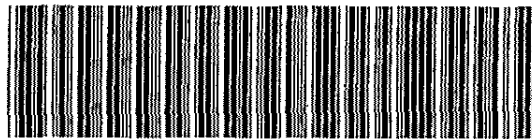
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Reply to:

LAKELAND

February 28, 2005

VIA FEDERAL EXPRESS OVERNIGHT DELIVERY
Tracking No.: 7915 6033 9479

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: I.M. PARTNERS, L.L.C.

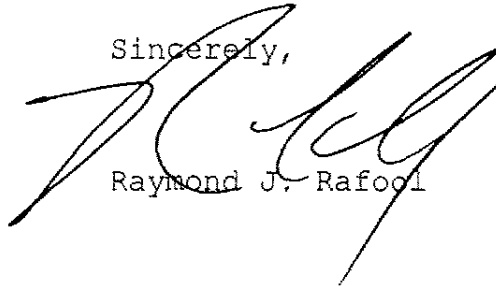
Dear Sir/Madam:

Enclosed herewith for filing in connection with the above referenced matter, please find the Articles of Organization For I.M. Partners, L.L.C., Certificate of Designation And Acceptance Of Registered Agent forms and check number 1081 in the amount of \$125.00 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter.

Sincerely,



Raymond J. Rafool

RJR:lm
enclosures
cc: Client

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
I.M. PARTNERS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, and as amended (the "Act"), forms a Florida limited liability company (this "Company") pursuant to the Act and sets forth the following Articles of Organization (these "Articles"):

ARTICLE I - NAME

The name of this Company will be:

I.M. PARTNERS, LLC

ARTICLE II - COMMENCEMENT DATE AND DURATION

This Company will commence on February 28, 2005, in accordance with the provisions of Section 608.409(1) of the Act, and will continue for a period of 50 years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company will be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

ARTICLE III - PURPOSE

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act. Further, this Company is created and formed for the purpose of accumulating, buying, selling, trading, conveying, disposing, paying and managing assets, income and expenses.

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ARTICLE IV - PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of this Company will be 2300 North Scenic Highway, Lake Wales, Florida, 33898. The Company's mailing address is C/O Richard N. Young, P. O. Box 832, Lake Wales, Florida, 33859-0832

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent for this Company will be Raymond J. Rafool, Esquire, and the address of the registered agent for service of process will be 1519 Third Street, S.E., Winter Haven, Florida, 33880.

ARTICLE VI - ADMISSION OF MEMBERS

The initial members of this Company will be set forth in the Regulations or Operating Agreement adopted by the members. The admission of additional members will be accomplished only by vote of a majority in interest of the members.

VII - CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the lapse of the 50 years, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

VIII - MANAGEMENT OF BUSINESS

The management of this Company will be vested entirely in its members. The name and address of its initial managing members are as follows:

1. Richard N. Young
2300 N. Scenic Highway
Lake Wales, Florida, 33898
2. John W. Wight
2300 N. Scenic Highway
Lake Wales, Florida, 33898
3. Paul J. Collins
2300 N. Scenic Highway
Lake Wales, Florida, 33898

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4. Charles T. Foley
2300 N. Scenic Highway
Lake Wales, Florida, 33898
5. Robert S. Birch
2300 N. Scenic Highway
Lake Wales, Florida, 33898
6. Hugh P. Lowenstein
2300 N. Scenic Highway
Lake Wales, Florida, 33898
7. John Oster
2300 N. Scenic Highway
Lake Wales, Florida, 33898
8. Henry McCance
2300 N. Scenic Highway
Lake Wales, Florida, 33898

IX - POWERS

This Company will have all of the powers and authorities set forth in the Act.

X - PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company will be the property of this Company.

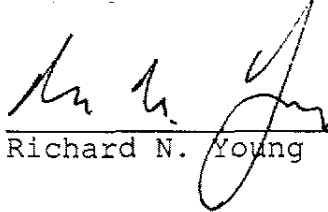
(b) Title. The title to all property of the Company will be held in the name of this Company.

(c) Conveyances. The members are authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leased conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution will be made upon approval of a majority of the members holding an interest in this Company. The signature and execution of such documents will clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of

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TALAM ASSOCIATES

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Intending to be bound, the party hereto has executed these Articles of Organization this 28th day of February, 2005.


Richard N. Young

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

I.M. PARTNERS, LLC, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Organization For The Limited Liability Company Of I.M. Partners, LLC, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, **RAYMOND J. RAFOOL, II, ESQUIRE, RAFOOL & RAFOOL, P.A.**, located at **1519 Third Street, S.E., Winter Haven, Florida 33880** as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this February 28th, 2005.


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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