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JOHN WEED, P.A.
Attorneys at law
605 South Jefferson Street
Perry, Florida 32347

JOHN N. WEED
JOHN R. WEED

(850) 838-1773
(850) 223-1665
(850) 223-1967 (fax)

April 4, 2005

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Organization of Derek's Custom Tile and Marble, L.L.C.

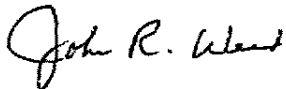
Dear Sir/Madam:

Please file the original of the Articles of Organization of Derek's Custom Tile and Marble, L.L.C. and return the copy stamped showing the date of filing. I am enclosing a stamped, addressed envelop for your convenience.

Enclosed also is a check in the amount of \$125.00.

Thank you for your consideration.

Sincerely,



John R. Weed

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ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF DEREK'S CUSTOM TILE AND MARBLE, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Derek's Custom Tile and Marble, L.L.C. articles principal office shall be located at 532 Kings Creek Circle in the City of Steinhatchee, County of Taylor, State of Florida 32359, but it shall have the power and authority to establish branch offices at any other place or places as the member may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles

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to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of an person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Article; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may be lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers

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set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or per the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its member, whose name and addresses are as follows:

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Derek R. Karageorge
Post Office Box 283
Steinhatchee, Florida 32359

George R. Karageorge
Post Office Box 323
Steinhatchee, Florida 32359

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLES VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of five hundred (\$500.00) dollars cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit sharing. The members shall be entitled to the net profits arising from the operation

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of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Derek R. Karageorge	90%
Post Office Box 283	
Steinhatchee, Florida 32359	

George R. Karageorge	10%
Post Office Box 323	
Steinhatchee, Florida 32359	

The distributive shares of the profits shall be determined and paid to the members on December 31 of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Derek R. Karageorge	90%
Post Office Box 283	
Steinhatchee, Florida 32359	

George R. Karageorge	10%
Post Office Box 323	
Steinhatchee, Florida 32359	

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ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

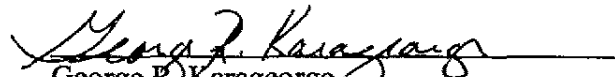
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 532 Kings Creek Circle, City of Steinhatchee, State of Florida 32359, and the name of the company's initial registered agent at that address is Derek R. Karageorge 532 Kings Creek Circle, Steinhatchee, Florida 32359.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Derek's Custom Tile and Marble, L.L.C.

Executed by the undersigned at Perry, Taylor County, Florida on this 30th day of March 2005.


Derek R. Karageorge


George R. Karageorge

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA
COUNTY OF FLORIDA**

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Derek's Custom Tile and Marble, L.L.C.

The name of the registered agent for Derek's Custom Tile and Marble, L.L.C. is Derek R. Karageorge and the street address of the company's principle office where the agent is located is 532 Kings Creek Circle, Steinhatchee, Florida 32359.

This statement is to acknowledge that, as indicated above, Derek's Custom Tile and Marble, L.L.C. has appointed me, Derek R. Karageorge, as its registered agent to accept service of process for the company at the place designated above in this certificate. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 30th day of March, 2005.

Derek R. Karageorge
Derek R. Karageorge
Registered Agent

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The foregoing instrument was acknowledged before me this 30th day of March, 2005 by Derek R. Karageorge agent on behalf of Derek's Custom Tile and Marble, L.L.C., a limited liability company. ✓ he is personally known to me or has produced _____ as identification.

Claire Weed
Notary Public
State of Florida
My Commission Expires

