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2005 APR 15 P 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Address)

(City/State/Zip/Phone #)

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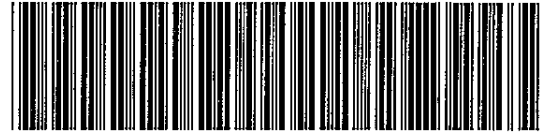
(Business Entity Name)

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Internet: OsterndorfPA@aol.com

FILED

Richard J. Osterndorf *
MaryEllen P. Osterndorf **

* Also admitted in New York
** Also admitted in Georgia

2005 APR 15 P 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 11, 2005

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

RE: Articles of Organization
DIRT CHEAP DIRT, LLC.

Gentlemen:


Enclosed please find the Articles of Organization for
DIRT CHEAP DIRT, LLC.

together with my check, payable to the Department of State, in the
sum of \$125.00 covering the filing fee.

Please return a copy of the Articles of Organization
to the undersigned.

Thank you for your cooperation and help.

Very truly yours,



Richard J. Osterndorf

RJO/my

Enclosure - Check No: 2846 - \$125.00

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ARTICLES OF ORGANIZATION
OF
DIRT CHEAP DIRT, LLC.
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the limited liability company shall be
DIRT CHEAP DIRT, LLC.

Article II

The company may engage in any lawful business permitted
under the laws of the State of Florida.

Article III

The name and address of the resident agent is:

Thomas S. Godley
1895 Spruce Creek Boulevard
Port Orange, Florida 32128

Article IV

The address of the principal office of the company is
1895 Spruce Creek Boulevard, Port Orange, Florida 32128

Article V

The company shall be managed by two managers whose names
and address are as follows:

Thomas S. Godley 1895 Spruce Creek Boulevard, Port
Orange, Florida 32128
Philip Jenkinson 825 Long Meadow Court, Port Orange,
Florida 32127

Article VI

The company's existence shall be perpetual.

Article VII

The company shall have all of the powers authorized by
Florida laws or statutes.

Article VIII

Members shall not be personally liable for the debts, obligations or liabilities of the company except and unless specifically assumed in writing by the member.

Article IX

The company may admit additional members at any time and in any manner by the majority written consent of the members.

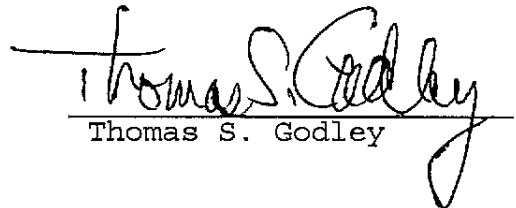
Article X

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time in writing by the majority written consent of the members.

Article XI

The company shall have the authority and shall issue Certificates of Membership to each member evidencing that members interest in the company. Certificates of Membership shall be signed by an officer of the company.

IN WITNESS WHEREOF, the undersigned has caused these articles of organization to be executed this 8th day of April 2005.


Thomas S. Godley

STATE OF FLORIDA

COUNTY OF VOLUSIA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 8th day of April, 2005, before me, an official duly authorized to take acknowledgements and administer oaths came Thomas S. Godley, personally known to me to be the individual who executed the foregoing articles of organization and he individually acknowledged that he executed the same.

Marilynn J. Yarbrough
Notary Public-State of Florida
My commission expires:



Marilynn J. Yarbrough
MY COMMISSION # DD101895 EXPIRES
April 24, 2006
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept Service of Process for Dirt Cheap Dirt, LLC. at the place designated in the Articles of Organization, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 608, Florida Statutes, relative to the maintenance of said office.

Thomas S. Godley
Thomas S. Godley