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DUNLAP, TOOLE, SHIPMAN & WHITNEY, P.A.  
LAWYERS

DAVISSON F. DUNLAP, JR.  
DANA G. TOOLE  
GARY A. SHIPMAN  
WILLIAM E. WHITNEY

2065 THOMASVILLE ROAD, SUITE 102  
TALLAHASSEE, FLORIDA 32308  
PHONE: 850-385-5000  
FACSIMILE: 850-385-7636

5399 EAST COUNTY HIGHWAY C30-A, SUITE 8  
SANTA ROSA BEACH, FLORIDA 32459  
PHONE: 850-231-3315  
FACSIMILE: 850-231-5816

DAVISSON F. DUNLAP, III  
DAVID H. MILAM  
DAVISSON F. DUNLAP, OF COUNSEL

REPLY TO: TALLAHASSEE OFFICE

August 11, 2005

BY HAND DELIVERY

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

Re: MJK, LLC

Gentlemen:

Enclosed are an original and one copy of Articles of Organization of MJK, LLC., and this firm's check for \$130.00. Please file the original articles.

Please stamp or write on the copy the date and time filed and the document number assigned and return that copy to me, along with a certificate of status.

Sincerely yours,

*Dana G. Toole (by dm)*

Dana G. Toole

Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
MJK, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, does hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I – NAME, PRINCIPAL AND MAILING ADDRESS**

The name and principal (and mailing) address of this limited liability company shall be:

**MJK, LLC  
1230 Skip Wells Court  
Tallahassee, Florida 32312**

**ARTICLE II – DURATION**

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III – PURPOSES AND POWERS**

The general purpose for which the Company is organized is transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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#### **ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name of the registered agent for the Company in the State of Florida is **Dana G Toole**. The street address of the registered office and of the registered agent for the Company is **2065 Thomasville Road, Suite 102, Tallahassee, Florida 32308**.

#### **ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the attached Exhibit “A”.

#### **ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contribution to the Company only upon the unanimous consent of all the members.

#### **ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations 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 other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

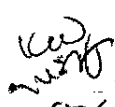
#### **ARTICLE VIII – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of management, or upon 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 the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX – MANAGEMENT

The Company shall be managed by the members by majority vote of said members and in accordance with the regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations 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 names and addresses of the subscribers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Mark J. Yealdhall (Managing Member – 25% of vote)	1230 Skip Wells Ct. Tallahassee, FL 32312
Maria S. Yealdhall (Managing Member – 25% of vote)	1230 Skip Wells Ct. Tallahassee, FL 32312
John Burkette (Managing Member – 25% of vote)	1235 Skip Wells Ct. Tallahassee, FL 32312
 Karen Vogter (Managing Member – 25% of vote)	1235 Skip Wells Ct. Tallahassee, FL 32312

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#### ARTICLE X – TAX STATUS OF COMPANY

It is the intent of the undersigned subscribers that the Company shall be treated as a partnership for federal tax purposes.

#### ARTICLE XI – NON-REGISTRATION AS SECURITY

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities law. The subscriber(s) represent that it is the intent of the Company that the certificates issued

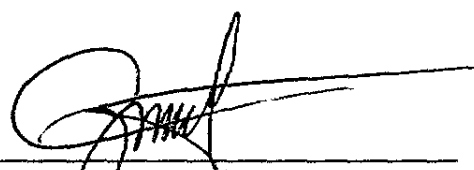
comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

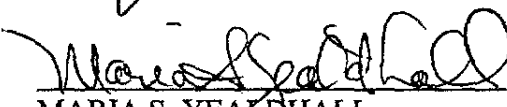
**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.**

The Company shall only issue shares to individuals that comply with the private placement rules, i.e., Federal Securities Act, §4(2) and §517.061, Florida Statutes, and agree:

- i. That no offer or sale of certificates in the Company shall be made to nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the Company shall be made to more than 35 purchasers for a period in excess of 12 months;
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the Company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the Company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the Company;
- v. That no person shall be paid a commission for the sale of certificates in the Company or otherwise receive compensation for the sale of certificates in the Company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 6<sup>th</sup> day of <sup>Aug</sup> July, 2005.

  
MARK J. YEALDHALL

  
MARIA S. YEALDHALL

  
JOHN BURKETTE

  
KAREN LYN VOGTER

STATE OF FLORIDA

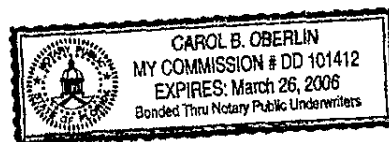
COUNTY OF LEON

BEFORE ME personally appeared MARK J. YEALDHALL, MARIA S. YEALDHALL AND KAREN LYNN VOGTER, to me well known to be one of the organizers of the above limited liability company, and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 6<sup>th</sup> day of July, 2005

  
NOTARY PUBLIC

SEAL:



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of MJK, LLC, as the registered agent of this limited liability company, hereby consents to acceptance of service of process for the above stated company at the place designated in the Articles of Organization, and accepts appointment as the 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 duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Dana G Toole  
REGISTERED AGENT

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**EXHIBIT "A"**

**Subscriber**

**Cash Contributed**

**Property Contributed**

Mark J. Yealdhall

Maria S. Yealdhall

John Burkette

Karen Yogter

*Lyn [signature]*  
*[signature]*

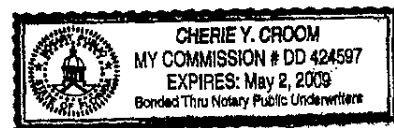
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY THAT ON THIS DAY, AUGUST 10, 2005, BEFORE ME,  
AN OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS  
PERSONALLY APPEARED, JOHN BURKETTE, WHO IS PERSONALLY KNOWN  
TO ME AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE  
ACKNOWLEDGED THAT HE EXECUTED SAME FOR THE USES AND  
PURPOSES THEREIN MENTIONED.

*Cherie Y. Croom*  
NOTARY PUBLIC OF THE  
STATE OF FLORIDA AT LARGE



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