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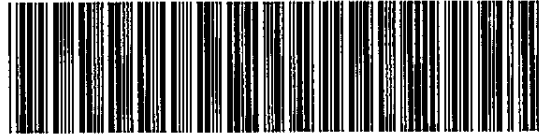
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 640208 81879A

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED
05 OCT -7 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 7, 2005

ORDER TIME : 10:43 AM

ORDER NO. : 640208-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: GLORIA CHURCHILL ENTERPRISES,
L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
GLORIA CHURCHILL ENTERPRISES, L.L.C.

FILED
05 OCT -7 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the limited liability company shall be GLORIA CHURCHILL ENTERPRISES, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 50 Ryberry Drive, Palm Coast, Florida 32164.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

GLORIA CHURCHILL
50 Ryberry Drive
Palm Coast, Florida 32164

ARTICLE V

The names of the members are as follows:

Gloria Churchill - 52%

Kimberly Menard - 24%

Jenifer Andrea - 24%

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member may make additional capital contributions to the company on the consent of the members, or as provided in the regulations.

ARTICLE VII - TRANSFER DURING LIFE

(a) No member shall sell, assign, pledge or otherwise transfer, pledge or encumber, in any manner or by any means whatever, any interest in all or part of his capital contribution in the company (hereinafter referred to as transfer) except as hereinafter provided.

(b) If any member desires to transfer of any of his interest in the company at any time during his life, he shall first give written offer to that effect to the other members upon the same terms and conditions as the desired transfer. Thereafter, the other members shall have the right to approve or disapprove the intended transfer or to purchase such interest at the proposed transfer price.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, additional members may be admitted to the company only upon the written consent of all of the members of the company and on such terms and conditions as shall be determined by the members. A member may only transfer his or her interest in the company as set

forth in the regulations of the company. No transferee shall have a right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approved of the proposed transfer by written consent.

ARTICLE IX - DEADLOCK

Should deadlock, dispute or controversy arise among the members for any reason and should the members be unable to resolve such deadlock, dispute or controversy within fifteen (15) days the matter shall be submitted to arbitration in accordance with the rules for resolution of limited liability company disputes of the American Arbitration Association.

ARTICLE X - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not 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 dissolved by majority vote of all the remaining members.

ARTICLE XI - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company as set out in the Operating Agreement. 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. Gloria Churchill shall be the

manager until decided otherwise by the members as set out in the Operating Agreement.

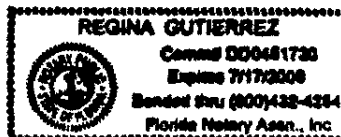
IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these articles of organization at Palm Coast, Florida, on this 4th day of OCTOBER.


TIMOTHY J. CONNER, Organizer

**STATE OF FLORIDA
COUNTY OF FLAGLER**

THE FOREGOING instrument was acknowledged before me this 4th day of October, 2005, by Timothy J. Conner. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC



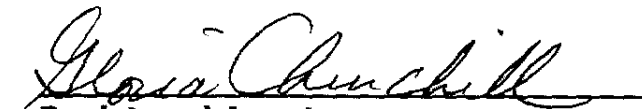
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **GLORIA CHURCHILL ENTERPRISES, L.L.C.**, 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 **GLORIA CHURCHILL ENTERPRISES, L.L.C.**
- (2) The name and street address of the registered agent in Florida are:

**GLORIA CHURCHILL
50 Ryberry Drive
Palm Coast, Florida 32164**

The undersigned, being the person named in the articles of organization of **GLORIA CHURCHILL ENTERPRISES, L.L.C.**, 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.


Registered Agent
Print Name: Gloria Churchill