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NEW FILINGS	AMENDMENTS	·
Profit	Amendment	
NonProfit	Resignation of R.A., Officer	r/Director
Limited Liability	Change of Registered Agen	it .
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/	
Annual Report	QUALIFICATION	
Fictitious Name	Foreign	
Name Reservation	Limited Partnership	<u> </u>
<u> </u>	Reinstatement	
	Trademark	Examiner's Initials
	Other	Examiner's initials

CR2E031(10/92)

MARK J. NOWICKI

LAWYER

480 MAPLEWOOD DRIVE, SUITE 2

JUPITER, FL 33458-5845

MARK J. NOWICKI ALSO ADMITTED IN COLORADO AND MONTANA

OF COUNSEL KENNEDY & ASSOCIATES, P.L.

TELEPHONE 561 746-9200 TELEFAX 561 746-9204 EMAIL mnowickiesq@sol.com 561 746-9204 WEB www.nowickilaw.com

January 18, 2006

PRACTICE LIMITED TO
ESTATE PLANNING,
INCOME TAX PLANNING AND
RELATED FEDERAL TAX WATTERS

BOARD CERTIFIED IN TAXATION

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

Re:

Threlkeld Holdings, LC, Articles of Organization

Dear Madam:

I enclose the original Articles of Organization for Threlkeld Holdings, LC for filing by the Secretary of State. Also enclosed, you will find my check in the amount of \$125 covering filing fees as follows:

1.	Filing fee	\$100.00
2.	Registered Agent Designation	25.00

Total funds enclosed \$125.00

If you have any questions, please contact the undersigned directly. Thank you for your attention to this matter.

Sincerely,

Mark J. Nowicki

MJN/cld **Enclosures**

ARTICLES OF ORGANIZATION FOR THRELKELD HOLDINGS, LC A FLORIDA LIMITED LIABILITY COMPANY FILED PURSUANT TO FLORIDA STATUTE §608.407



ARTICLE I

The name of the Company is Threlkeld Holdings, LC.

ARTICLE II

The mailing address of the principal office of the Company is 317 SE 3rd Street, Apt. 2, Belle Glade, Florida 33430.

ARTICLE III

The Company and the duration of its existence shall commence upon the filing of these Articles and shall continue indefinitely unless sooner terminated in accordance with the provisions of the Operating Agreement.

ARTICLE IV

The Company is to be managed by two managers whose names and addresses are:

Sarah E. Threlkeld 317 SE 3rd Street, Apt. 2 Belle Glade, Florida 33430

James Jeffrey Threlkeld 317 SE 3rd Street, Apt. 4 Belle Glade. Florida 33430

ARTICLE V

No right is given to any member to admit additional members without the consent of the manager and then only in accordance with the Operating Agreement.

ARTICLE VI

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which pursuant to the Operating Agreement or state law terminates the continued membership of a member in the Company, the remaining members may, by unanimous vote, within ninety (90) days, elect to continue the business of the Company. The member or members shall forthwith execute and record an amendment to the Articles of Organization to

. evidence such continuation, if required by appropriate governing law.

ARTICLE VII

A member may not assign or transfer any portion of his or her interest in the Company without the prior written approval of each manager and then only in accordance with the Operating Agreement.

ARTICLE VIII

The net profits and losses of the Company for any year shall be allocated among the members in accordance with the Operating Agreement.

ARTICLE IX

The initial Registered Agent to accept service of process on the Company is Mark J. Nowicki, 480 Maplewood Drive, Suite 2, Jupiter, Florida 33458.

In witness whereof, the undersigned member does hereby set his hand and seal this 18th day of January, 2006.

Threlkeld Holdings, LC

Bv.

Mark J. Nowicki, Authorized Representative

STATE OF FLORIDA DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served on Behalf of Threlkeld Holdings, LC.

The following is submitted, in compliance with Chapter 608.407, Florida Statutes:

Threlkeld Holdings, LC a limited liability company organized under the laws of the State of Florida, with its principal office at 317 SE 3rd Street, Apt. 2, Belle Glade, Florida 33430 has named Mark J. Nowicki, 480 Maplewood Drive, Suite 2, Jupiter, Florida 33458, its agent to accept service of process within this State.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.

Mark J. Nowicki Registered Agent