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J. BRYAN MAR 23 2006

BIRD & LEINBACK, P.L.
ATTORNEYS AT LAW
P.O. BOX 247
MONTICELLO, FL 32345



165 E. Dogwood Street

March 23, 2006

850-997-3503
(fax) 850-997-7109

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

Re: McCall's Enterprises, LLC

Dear Sir/Madam:

Enclosed please find my firm attorney check #3274 in the amount of \$130.00, which covers the cost of the filing fee for McCall's Enterprises, LLC, along with the original and one copy of the Articles of Incorporation and Certificate of Designation Registered Agent. Please return my copies to my office.

Thank you for your assistance in this matter.

Should you have any questions concerning the above, please contact me.

Very truly yours,



T. Buckingham Bird

TBB/ds

Enclosures as stated

06 MAR 23 PM 3:51
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
McCALL'S ENTERPRISES, LLC

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization following are adopted for the purpose of organizing a Company under the Florida Limited Liability Company, Act, Chapter 608, Florida Statutes.

ARTICLE I

Name and Address of Company

The name of the limited liability company (hereinafter referred to as the "Company") is **McCALL'S ENTERPRISES, LLC**. The Company's street address is 872 Waukeenah Hwy., Monticello, Florida 32344; it's mailing address is 872 Waukeenah Hwy., Monticello, Florida 32344.

ARTICLE II

Commencement, Duration and Power of Company

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.44, unless continued by the unanimous consent of all remaining members, and the Company shall have the power to conduct all lawful business permitted by the Laws of Florida and of the United States.

ARTICLE III

Management

The following person shall serve as the Company's initial manager and shall serve until the first annual meeting of the membership or until his successor is elected and qualified:

J. Scott McCall
872 Waukeenah Hwy.
Monticello, Florida 32344

Thereafter, the Company will be managed by a manager or managers elected annually, as provided in the regulations of the Company.

ARTICLE IV

Admission of Additional Members

Additional members may be admitted to the Company but only if all the current members agree to the admission of the additional members and to the terms of such admission as provided in the Operating Agreement and Regulations of the Company as from time to time amended.

ARTICLE V

Assignment of Member's Interest; Rights of Assignee

A member's interest in the Company shall not be assignable, in whole or in part, except as expressly set forth in the Company's Operating Agreement and Regulations and an assignee of a member's interest pursuant to the Operating Agreement and Regulations, as from time to time amended, shall not become a member without the written consent of all members other than the assigning member. As provided in Section 608.432(3), F. S., the Operating Agreement and Regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a membership certificate and such certificate shall bear a legend referencing the restriction imposed upon assignment or alienation of a member's interest set forth in the Article V and the Operating Agreement and Regulations.

ARTICLE VI

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VII

Registered Agent and Office

The Name of the Company's initial registered agent is **J. SCOTT McCALL** and the street address of the Company's initial registered office is 872 Waukeenah Hwy., Monticello, Florida 32344.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VIII

Operating Agreement and Regulations

The members of the Company have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, I execute my signature on this 23rd day of March, 2006.

J. Scott McCall
J. SCOTT McCALL, Organizer

CERTIFICATE OF RESIDENT AGENT AND OFFICE DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, **McCALL'S ENTERPRISES, LLC**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 872 Waukeenah Hwy., Monticello, Florida 32344, has named J. Scott McCall as registered agent at 872 Waukeenah Hwy., Monticello, Florida 32344.

Executed:

J. Scott McCall
Company Organizer/Initial Manager

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Company, at the place designated above, I hereby accept the appointment and agree to act in such capacity; and, further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Executed:

J. Scott McCall
Registered Agent

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

McCALL'S ENTERPRISES, LLC

2. The Name and address of the registered agent and office is:

J. Scott McCall
872 Waukeenah Hwy.
Monticello, Florida 32344

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Scott McCall
J. SCOTT, McCALL, President
March 23, 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.

J. Scott McCall
J. SCOTT McCALL
March 23, 2006