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December 29, 2006

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

Re: **Cowart Enterprises, LLC**

Gentlemen:

Enclosed are an original and one copy of the proposed Articles of Organization of Cowart Enterprises, LLC and Statement Designating Registered Agent and Office. Please file the original of these documents and return a copy of each to us with the file stamp and Document Number.

Also enclosed is a check in the amount of $125.00 payable to the Secretary of State for your filing and registered agent fees.

If you have any questions, please contact me.

Sincerely,

Scott R. LeConey

Scott R. LeConey

SRL:tw
Enc.
cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF COWART ENTERPRISES, LLC

The undersigned certifies that he hereby forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **COWART ENTERPRISES, LLC** and its principal office shall be located at 1311 Deer Park Court, Sebring, Florida 33872, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is 1311 Deer Park Court, Sebring, Florida 33872.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in every aspect and phase of hauling and nursery businesses and to engage in every aspect and phase of related businesses.

2. To engage in any activity or business authorized under the Florida Statutes.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company and as set forth in the Operating Agreement of this limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company shall be by a managing member. The initial managing member, who shall serve until the first annual meeting of members or until his successor is elected and qualifies, and his name and address are as follows:

Malcolm W. Cowart
1311 Deer Park Court
Sebring, FL 33872

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit additional members by consent of a majority in interest of the current members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. All new members must sign a copy of and agree to be bound by the terms of the Operating Agreement of the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred upon the terms set forth in the Operating Agreement of the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of the remaining members.

ARTICLE VI
DURATION

This limited liability company shall exist perpetually from the date of filing with the Secretary of State, State of Florida, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1311 Deer Park Court, Sebring, Florida 33872, and the name of the company's initial registered agent at that address is Malcolm W. Cowart.

The undersigned, being the members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **COWART ENTERPRISES, LLC**

Executed by the undersigned at Sebring, Florida on this 20th day of December, 2006.

Malcolm W. Cowart

Malcolm W. Cowart

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Statement Designating Registered Agent and Office

State of Florida
County of Highlands

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **COWART ENTERPRISES, LLC**

The name of the registered agent for COWART ENTERPRISES, LLC is Malcolm W. Cowart and the street address of the company's principal office where the agent is located is 1311 Deer Park Court, Sebring, Florida, 33872.

This statement is to acknowledge that, as indicated above, COWART ENTERPRISES, LLC has appointed me, Malcolm W. Cowart, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 20th day of December, 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mal W Cowart
Malcolm W. Cowart, as Registered Agent for
COWART ENTERPRISES, LLC

The foregoing instrument was acknowledged before me this 20th day of December, 2006, by **Malcolm W. Cowart**, agent on behalf of COWART ENTERPRISES, LLC, a limited liability company, who is personally known to me or has produced ____________________ as identification.

RHONDA B. BERISH
Printed Name: Rhonda B. Berish
Commission No. DD253069
Expiration Date: 9/24/07
Notary Public, State of Florida at Large
(affix notarial seal)

H:\Scott\Cowart\Incorporation\Reg-Agt-Stmt.wpd

Rhonda B Berish
My Commission DD253069
Expires September 24, 2007