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David P. Trotti, P.A.

Attorney and Counselor at Law

1730 Shadowood Ln, Suite 302
Jacksonville, FL 32207

Phone: (904) 399-1616
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January 8, 2007

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Grim Repo, LLC.

Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$155.00 for the filing fee, certified copy fee, and designation of registered agent.

Please process this request at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please call me at the above phone number.

Sincerely,



David P. Trotti

DPT/pmm
Enclosures

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ARTICLES OF ORGANIZATION OF GRIM REPO, LLC

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ARTICLE I. NAME.

The name of this limited liability company is: GRIM REPO, LLC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this company is 7052 103rd Street, Suite 301, Jacksonville, FL 32210

ARTICLE III. DURATION.

The duration of the Company is for a period of twenty-five years from the date of filing of the Articles of Organization.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William R. Thomas, 7052 103rd Street, Suite 301, Jacksonville, FL 32210

ARTICLE V. MANAGEMENT.

The Company is to be managed by its one member as named below. The below listed member shall constitute the Board of Directors of the Company as provided in the regulations adopted by the members. The name and address of the initial managers/directors are:

William R. Thomas, Operating Manager	1513 Stonebriar Rd. Green Cove Springs, FL 32043
Jimmy Essa, Vice-Operating Manager	6739 Bakersfield Dr. Jacksonville, FL 32210
Lois J. Thomas, Vice-Operating Manager	1513 Stonebriar Rd. Green Cove Springs, FL 32043

The manager may appoint officers of the Company and prescribe their duties.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted by vote of the holders of 66% of the membership interests who are not in default in their obligations to the Company as provided in the regulations adopted by the members.

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ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the Company, or the occurrence of any of the other events which causes the dissolution of the Company, the remaining member(s) may vote within ninety (90) days following knowledge by the Company of such event whether or not to continue to conduct the affairs of the Company. The vote of a majority in interest of the remaining members shall be required to continue the business of the Company.

ARTICLE VIII. PURPOSE AND POWERS

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IX. CORPORATION.

The Company elects to be taxed as a "S" Corporation. The Company will file the appropriate form 2553 with the Internal Revenue Service pursuant to section 1362 of the Internal Revenue Code.

ARTICLE X. AMENDMENT.

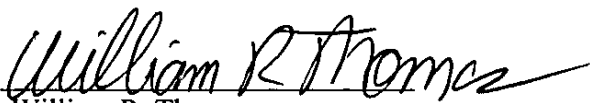
The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI. INDEMNIFICATION.

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner

requires by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee, employees and agents of the Company shall apply when such persona are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee, or agent of another foreign or domestic Company, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "managers", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, who is a member of the Company, has executed these articles of organization pursuant to Section 608.407, Florida Statutes, this 4th day of January 2007.

By: 
William R. Thomas
Its Operating Manager

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Certificate Designation and Acceptance of Registered Agent/Registered office

Pursuant to the provisions of the Florida Statutes, the undersigned Limited Liability Company 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 Limited Liability Company is Grim Repo, LLC.
2. The name of the registered agent is William R. Thomas.
3. The address of the registered agent/registered office is 7052 103 rd St. Suite 301, Jacksonville, FL 32210.

Acceptance

Having been named as registered agent and designated to accept service of process for the above Limited Liability Company, 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.



William R. Thomas
January 4, 2007

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