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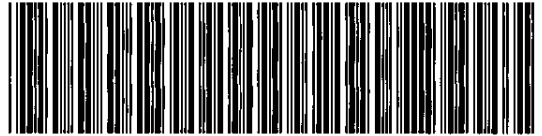
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CAPITAL CONNECTION, INC.

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Freshwaters, LLC

____ Art of Inc. File _____
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____ Driving Record _____
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Date _____

Time _____

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**ARTICLES OF ORGANIZATION
OF
FRESHWATERS, LLC**

The undersigned, for the purpose of forming a limited liability company under the provisions of Chapter 608 of the Florida Statutes, hereinafter referred to as "the Company," hereby agrees to the following:

ARTICLE I - NAME

The name of the Company shall be FRESHWATERS, LLC.

**ARTICLE II - PRINCIPAL OFFICE OF COMPANY
AND MAILING ADDRESS OF COMPANY**

The principal office of the Company shall be 535 Central Avenue, St. Petersburg, FL 33701.

The mailing address of the Company shall be 535 Central Avenue, St. Petersburg, FL 33701.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial Registered Agent of the Company located at said address shall be GEORGE K. RAHDERT, ESQUIRE.

ARTICLE IV - MANAGEMENT

Section 1. The business and affairs of the Company shall be managed by its Managers.

Section 2. The initial Managers of the Company are identified as follows:

	<u>Name</u>	<u>Address</u>
MGRM	George K. Rahdert	535 Central Avenue St. Petersburg, FL 33701
MGR	Joe Patterson	5725 North Carl G. Rose Highway Hernando, FL 34442

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TALLAHASSEE, FLORIDA

MGR

Timothy F. Prugh

Alexander Building
Old Hyde Park
1009 W Platt Street
Tampa, FL 33606

MGR

Joanne Prugh

Alexander Building
Old Hyde Park
1009 W Platt Street
Tampa, FL 33606

ARTICLE V – PURPOSE AND POWERS

Section 1. The Company is formed for the purpose of engaging in any lawful activity or business for which limited liability companies may be organized under the laws of the State of Florida.

Section 2. The Company may exercise all powers, rights, and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

ARTICLE VI - TERM OF EXISTENCE

The Company shall have perpetual existence.

IN WITNESS WHEREOF, for purposes of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this ____ day of January, 2007.



By: George K. Rahdert, Managing Member

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

Pursuant to the provisions of Section 608.407(d) of the Florida Statutes, the following limited liability company, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the Registered Office / Registered Agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

1. The name of the Company is: FRESHWATERS, LLC
2. The name and address of the
Registered Agent and office is: GEORGE K. RAHDERT, ESQ.
535 Central Avenue
St. Petersburg, FL 33701

SIGNATURE: _____

By: George K. Rahdert, Managing Member

DATE: January 25, 2007.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY 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.

SIGNATURE: _____

GEORGE K. RAHDERT, ESQ.

DATE: January 25, 2007.