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SECRETARY OF STATE
DIVISION OF CORPORATION

GREGORY S. FLANAGAN, P.A.

**ATTORNEY AT LAW
2701 SOUTHEAST MARICAMP ROAD
SUITE 104
OCALA, FLORIDA 34471**

TELEPHONE (352) 732-2773

TELEFAX (352) 867-7350

August 1, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: R & S PROPERTIES OF FLORIDA, LLC

To Whom It May Concern:

We have enclosed the original and one copy of the Articles of Organization of R & S PROPERTIES OF FLORIDA, LLC for filing as a limited liability company along with the filing fee of \$155.00 for filing of same and a certified copy. Please return the certified copy along with the proof of filing at your earliest convenience.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Sincerely,

A handwritten signature in black ink, appearing to read 'Greg S. Flanagan', with a long horizontal flourish extending to the right.

Gregory S. Flanagan

GSF:nit

Enclosures

Via Federal Express

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DIVISION OF CORPORATION
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**ARTICLES OF ORGANIZATION
OF R & S PROPERTIES OF FLORIDA, LLC**

The undersigned files these Articles of Organization in order to form a limited liability company pursuant to Florida Statute 608.407.

ARTICLE I

The name of the limited liability company shall be R & S PROPERTIES OF FLORIDA, LLC.

ARTICLE II

The limited liability company shall exist perpetually.

ARTICLE III

The mailing address and the street address of the principal office of the limited liability company shall be 3419 SE 41ST Place, Ocala, FL 34480.

ARTICLE IV

The name and street address of the limited liability company's initial registered agent in the state is GREGORY S. FLANAGAN, 2701 Southeast Maricamp Road, Suite 104, Ocala, Florida 34471.

ARTICLE V

Admission of additional members to the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

ARTICLE VI

Continuation of the business by the remaining members of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

ARTICLE VII

The management of the limited liability company is reserved to its members. However, the members reserves the right to designate a Manager who will have the authority and power to manage and obligate the limited liability company as set forth in the limited liability company's Operating Agreement.

Voting rights and requirements for member's interests shall be as set forth in the limited liabilities company's Operating Agreement.

ARTICLE VIII

Date of Inception. This limited liability company shall commence existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE IX

These Articles of Organization are filed by the undersigned who is an authorized representative of the members of the company.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal, and acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 1st day of August, 2008.




GREGORY S. FLANAGAN

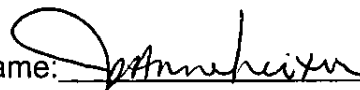
STATE OF FLORIDA)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **GREGORY S. FLANAGAN**, who is personally known to me and he acknowledge before me that he subscribed to these Articles of Organization.

1st WITNESS my hand and official seal in the County and State above named, this day of August, 2008.

NOTARY PUBLIC:

NOTARY PUBLIC-STATE OF FLORIDA
 **Jeanne Nixon**
Commission # DD511126
Expires: MAR. 14, 2010
Bonded Thru Atlantic Bonding Co., Inc.

Name: 
Print Name: JEANNE NIXON
State of Florida at Large
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 608.415 and Article IV of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent for **R & S PROPERTIES OF FLORIDA, LLC** and designates the location for service of process as:

2701 Southeast Maricamp Road, Suite 104, Ocala, Florida 34471

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.



GREGORY S. FLANAGAN