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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10/20/08

B. KOHR

OCT 23 2008

EXAMINER

LAW OFFICES
DURHAM, McHUGH & DUNCAN, P.C.

777 GLOUCESTER STREET
• SUITE 300
POST OFFICE BOX 2177
BRUNSWICK, GEORGIA 31521-2177

James B. Durham
William M. McHugh *
Audra L. Rizzi-Gegg **
Martha W. Williams

TELEPHONE: (912)264-1800
FACSIMILE: (912)264-4480

* Also admitted in Alabama and Florida
** Also admitted in the District of Columbia and Virginia

October 20, 2008

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

EFFECTIVE DATE 10/20/08

FILED
08 OCT 21 AM 9:35
TALLAHASSEE, FLORIDA

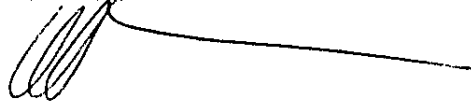
RE: *SBK GROUP FL, LLC*

Dear Secretary of State:

Please find enclosed the original and one (1) copy of Articles of Organization for SBK Group FL, LLC and Designation of Registered Agent regarding the above-referenced limited liability company along with our check in the amount of \$125.00 for filing fees as required by law.

Should you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



William M. McHugh

MWW:gs

Enclosures

EFFECTIVE DATE 10/20/08

**ARTICLES OF ORGANIZATION
OF
SBK GROUP FL, LLC**

FILED
OCT 21 AM 9:33
TALLAHASSEE, FL 32301

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We further declare 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 SBK Group FL, LLC, and the mailing address and street address of its principal office shall be 4719 NW 53rd Avenue, Suite A, in the City of Gainesville, County of Alachua, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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 any activity or business authorized under the Florida Statutes.
2. 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.
3. 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.
4. 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.
5. 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.

6. 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. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Barry S. Smith
205 Eastridge Drive
Brunswick, Georgia 31525

Tina Smith
205 Eastridge Drive
Brunswick, Georgia 31525

Sidney L. Bowdoin
109 Village Creek Way
St. Simons Island, Georgia 31522

Sean Knowles
39 Hickory Drive
Hawkinsville, Georgia 31036

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of all members.

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 on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the four (4) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing and street address of the initial registered office of the limited liability company is Carter, Drylie & Little, P.A., 4719 NW 53rd Avenue, Suite A, City of Gainesville, County of Alachua, State of Florida, and the name of the company's initial registered agent at that address is Brett Barry Little.

ARTICLE IX. EFFECTIVE DATE

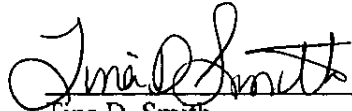
The effective date of these Articles of Incorporation shall be October 20, 2008.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SBK Group FL, LLC.

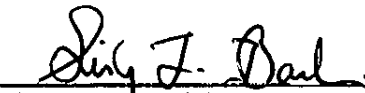
Executed by the undersigned at Brunswick, GA on the 20 day of October, 2008.



Barry S. Smith
205 Eastridge Drive
Brunswick, Georgia 31525



Tina D. Smith
205 Eastridge Drive
Brunswick, Georgia 31525



Sidney L. Bowdoin
109 Village Creek Way
St. Simons Island, Georgia 31522



Sean Knowles
39 Hickory Drive
Hawkinsville, Georgia 31036

ACCEPTANCE BY REGISTERED AGENT


Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) 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: **SBK GROUP FL, LLC.**

The name of the registered agent for SBK GROUP FL, LLC, is Brett Barry Little, and the street address of the company's principal office where the agent is located is Carter & Drylie, P.A., 4719 NW 53rd Avenue, Suite A, Gainesville, Alachua County, Florida 32653-4856.

This statement is to acknowledge that, as indicated above, SBK GROUP FL, LLC, has appointed me, Brett Barry Little, 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 13 day of October, 2008.


Brett Barry Little
4719 NW 53rd Avenue, Suite A
Gainesville, FL 32653-4856

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 13th day of October, 2008, by Brett Barry Little, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

NOTARY PUBLIC-STATE OF FLORIDA
 Catherine D. Adams
Commission #DD667503
Expires: JUNE 13, 2011
BONDED THRU ATLANTIC BONDING CO., INC.