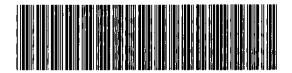
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LAW OFFICE OF

CASSELS & McCALL a Partnership of Profesional Associations

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 863-763-3131 • FAX 863-763-1031 • E-MAIL mail@legal-one.com

December 9, 2011

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

J & D Ranch, LLC

Our File No: 11-6106

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Organization for the above referenced limited liability company along with a copy of same. Also enclosed is our firm's check in the amount of \$125.00 to cover the following:

Filing Fee of Articles

\$100.00

Registered Agent Fee

\$ 25.00

TOTAL:

\$125.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely.

John D. Cassels, Jr.

JDC/gmc

Enclosures: As stated.

cc: James Prescott

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY OF J & D RANCH, LLC

ARTICLE I. NAME

The name of this Limited Liability Company shall be J & D RANCH, LLC.

ARTICLE II. ADDRESS

The street address of the principal office of the Limited Liability Company is:

815 Lakemont Drive Lake Placid, Florida 33852

The mailing address of the Limited Liability Company is:

815 Lakemont Drive Lake Placid, Florida 33852

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be a member-managed company and the name and address of the initial managing member is:

JAMES EDWARD PRESCOTT 815 Lakemont Drive Lake Placid. Florida 33852

Who shall have the authority without joinder of the other members to purchase sell, contract lien, mortgage and hypothecate any real property located within or without the State of Florida.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon majority vote of the members provided the managing member votes in favor of admitting the new members.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given of the remaining members of the limited liability company to continue the business on 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 upon unanimous vote of all members

J & D RANCH, LLC

 $\mathbf{R}_{\mathbf{v}}$

TAMES EDWARD PRESCOTT, as Managing

Member

CONSENT OF REGISTERED AGENT TO ACCEPT SERVICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE IT'S REGISTERED OFFICE OR REGISTERED AGENT OR BOTH IN THE STATE OF FLORIDA.

- The name of the limited liability company is J & D RANCH, LLC.
- 2. The name and Florida street address of the registered agent and office is:

JAMES EDWARD PRESCOTT 815 Lakemont Drive Lake Placid, Florida 33852

Having been named as registered agent and to accept service of process for the above stated limited liability 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 familiate with and accept the obligations of my position as registered agent.

J & D RANCH, LLC

Bv:

AMES EDWARD PRESCOTT, Registered Regent

GINA MORGAN-COLEMAN
Notary Public - State of Florida
My Comm. Expires Nov 18, 2014
Commission # EE 24904
Bonded Through National Notary Assn.

STATE OF FLORIDA COUNTY OF OKEECHOBEE

On this day of December, 2011, JAMES EDWARD PRESCOTT, designated above as the individual who shall serve as the Limited Liability Company's initial registered agent, () who is personally known to me, or () who has produced described before me at the time of notarization, and, after being given the oath, acknowledged signing this Consent of Registered Agent for J & D RANCH, LLC.

Signature of NOTARY PUBLIC

Printed name of NOTARY PUBLIC

My commission expires: