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FILED
95 JAN 19 AM 9:13
TALLAHASSEE, FLA

January 13, 1995

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

RECEIVED
JAN 19 1995
TALLAHASSEE, FLA

Re: Gator Logging Company, L.C.
Articles of Incorporation

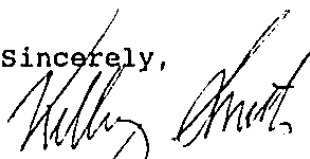
Dear Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for Gator Logging Company, L.C., a Florida Limited Liability Company. In addition you will find enclosed my check in the sum of \$337.50, representing the following fees (Section 607.0122):

Filing Fee	\$ 250.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$ <u>337.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you in advance for your assistance in this matter.

Sincerely,


Kelley R. Smith
P. O. Box 75
Bostwick, FL 32007

Enclosures

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JAN 12 1977
13

ARTICLES OF ORGANIZATION

FOR

GATOR LOGGING COMPANY
A FLORIDA LIMITED LIABILITY COMPANY

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 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: GATOR LOGGING COMPANY, L.C., and its principal office shall be located at 1526 Highway 17 North, P. O. Box 75, Bostwick, Florida, 32007, County of Putnam, 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: Purpose 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 transaction, shall be as follows:

- a. To engage in any activity or business authorized under the Florida Statutes.
- b. 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.
- c. 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 and property so acquired.

- d. 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.
- e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in this 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 or limited liability companies for profit.
- f. 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 loan or an association with others incidental or pertaining to, or growing 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 Law, 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 and the regulations of the Limited Liability Company by unanimous vote of the members of the Limited Liability Company.

ARTICLE IV: Management

Management of this Limited Liability Company shall be conducted by its management team, whose names and addresses are as follows:

KELLEY R. SMITH President	P. O. Box 75 Bostwick, Florida 32007
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N. L. MOODY Vice President	P. O. Box 75 Bostwick, Florida 32007
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CHARLOTTE M. SMITH Secretary/Treasurer	Rt. 2, Box 1746 Palatka, Florida 32177
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ARTICLE V: Membership Restrictions

Members shall have the right to admit new members by consent of a majority of the existing members. 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 consent of a majority of the current 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 the consent of the majority of the remaining members. The member that is leaving the business, or his/her estate shall receive from this Limited Liability Company a sum of money equal to the book value of the member's interest in the Company.

ARTICLE VI: Capital Contributions

Capital contributions in the amount of \$100,000.00 cash shall be paid to the Limited Liability Company by the members in increments of \$1,000.00. Additional contributions will be made as required for investment purposes as determined by consent of the majority of the members. Members will make contributions in amounts proportionate to their initial contribution.

ARTICLE VII: PROFITS AND LOSSES

A. Profits. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to a proportionate distributive share of profits based on their ownership rights. The distributive share of the profits shall be determined by management of the Company and paid to the members annually.

B. Losses. All losses that occur in the operation of the Limited Liability Company shall be paid out of the capital of the Limited Liability Company and the profits of the business.

ARTICLE VIII: DURATION

This Limited Liability Company shall exist until December 31, 2006, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1526 Highway 17 North; P. O. Box 75, Bostwick, Florida 32007, County of Putnam, State of Florida, and the name of the Company's initial registered agent at that address is Kelley R. Smith.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes

the proposed Articles of Organization of Gator Logging Company,
L.C.

Executed by the undersigned at Palatka, Putnam County,
Florida, this 12th day of January, 1995.

Kelley R. Smith

Kelley R. Smith

N. L. Moody

N. L. Moody

Charlotte M. Smith

Charlotte M. Smith

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Gator Logging Company, L.C., deposes and says:

1. The above-named Limited Liability Company has at least two members.

2. The total amount of cash contributed by the members is \$ 100,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$100,000.00. The description of the property is attached and made a part hereof.

4. Total amount of cash or property anticipated to be contributed by members is \$ 100,000.00. This total includes amounts from Paragraph 2 and 3, above.

Dated this 12th day of January, 1995.

Kelley R. Smith

Kelley R. Smith

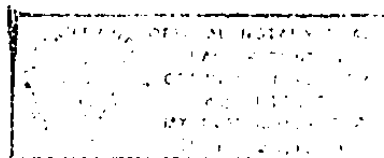
In Accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation of the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this 12th day of January, 1995, the foregoing instrument was acknowledged before me by KELLEY R. SMITH, who are personally known to me or who have produced _____ as identification and who did take an oath.

LAWA K. BUNTON
Notary Public
Commission No. 20414066

LAWA K. Bunton
Name of Notary typed,
printed or stamped



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESSES MAY BE SERVED.

In pursuance of Section 608.415 or 608.507, Florida
Statutes, the undersigned Limited Liability Company submits the
following Statement and designates the Resident Agent/Resident
Office in the State of Florida.

1. The name of the Limited Liability Company is GATOR
LOGGING COMPANY, L.C.

2. The name and address of the resident agent and
office is KELLEY R. SMITH, 1526 Hwy 17 N; P.O. Box 75, Daytona, FL 32117

ACKNOWLEDGMENT

HAVING BEEN named as Resident 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 Resident 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
Resident Agent.

DATED this 10th day of January, 1995.

Kelley R. Smith
KELLEY R. SMITH

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 MAR 25 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Northum
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 230.75

Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000064

GATOR LOGGING COMPANY, L.C.
POST OFFICE BOX 75
BOSTWICK FL 32007

1a. Principal Place of Business Address

1526 HIGHWAY 17, NORTH
BOSTWICK FL 32007

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business <i>Same</i>		2a. Mailing Address		3. Date Organized or Qualified 01/19/1995		3a. State of Formation FL	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 59-3287092		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
City & State		City & State		5. Date of Last Report		6. Certificate of Status Desired <input checked="" type="checkbox"/> Add'l Additions or Fee Required	
Zip	Country	Zip	Country				

7. Name and Address of Current Registered Agent

SMITH, KELLEY R
1526 HIGHWAY 17, NORTH
BOSTWICK FL 32007

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
800001760728
Suite, Apt. #, etc.
03/28/96 01037 024
****238.75 ****238.75
City
FL
Zip Code

9. Pursuant to the provisions of Sections 608.410 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SMITH, KELLEY R	POST OFFICE BOX 75 N/A	BOSTWICK FL 32007
MEM	MOODY, N L	POST OFFICE BOX 75 N/A	BOSTWICK FL 32007
M	SMITH, CHARLOTTE M	POST OFFICE BOX 75 N/A	BOSTWICK FL
MEM	Browning, Samuel S. IV	P.O. Box 75 ; Hwy 17 North	Bostwick, FL 32007
MEM	Smith, Troy K.	P.O. Box 75 ; Hwy 17 North	Bostwick, FL 32007

3/25/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

Kelley R. Smith

2-3-96

(904) 328-6969

SIGNATURE AND TYPED OR PRINTED NAME OF MANAGING MEMBER OR MANAGER

Date

Telephone Number