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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FAX #:

FROM: PEPER, MARTIN, JENSEN, MAICHEL AND HETLAGE  
076660002262

ACCT#:

CONTACT: JAMES E MOORE III  
PHONE: (941)637-1955  
(941)637-8485

FAX #:

NAME: OVERALL FINANCING, L.C.

AUDIT NUMBER.....H97000003799

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF ORGANIZATION**  
**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED**  
**LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of this limited liability company is OVERALL FINANCING, L.C. (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 1625 West Marion Avenue, Suite 2, Punta Gorda, Florida 33950. The initial registered agent and address of such agent shall for the Company is Ariana R. Fileman, 1625 West Marion Avenue, Suite 2, Punta Gorda, Florida 33950.

**ARTICLE III - Duration:**

The period of duration for the Company shall be December 31, 2040, unless earlier terminated.

**ARTICLE IV - Management:**

The business and affairs of the Company is to be managed by a manager (the "Manager"). The initial Manager of the Company, who shall serve in such capacity until the first annual meeting of the Members of the Company or until his successor is elected and qualifies, shall be:

Herman Van Gucht  
2040 Matecumbe Key Road  
Punta Gorda, Florida 33955

**ARTICLE V - Admission of Additional Members:**

The Members of the Company shall have the right to admit additional Members. A proposed additional Member of the Company shall be admitted as a Member upon the affirmative vote of all of the Members of the Company.

**ARTICLE VI - Members Rights to Continue Business:**

The remaining Members of the Company shall have the right to continue the business on the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership

Ariana R. Fileman  
Attorney at Law  
1625 W. Marion Avenue  
Suite 2  
Punta Gorda, FL 33950  
(941)637-1955  
Fla Bar No. 0990612

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of a Member in the Company upon the consent of all of the remaining Members to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization on this 5 day of March, 1997.

  
Herman Van Gucht

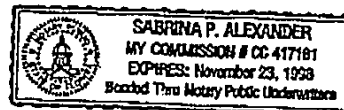
STATE OF FLORIDA )

COUNTY OF CHARLOTTE )

On this 5 day of March, 1997, before me appeared Herman Van Gucht, who is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

11-23-98  
NOTARY PUBLIC-STATE OF FLORIDA  
Print Name SABRINA P. ALEXANDER  
Serial Number \_\_\_\_\_

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of OVERALL FINANCING, 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 \$1,000.00.
3. The agreed value of property other than cash contributed by the Members is \$0.00.
4. The total amount of cash and property anticipated to be contributed by the Members is \$1,000.00. The total includes amounts from paragraphs 2 and 3 above.

  
Herman Van Gucht

Signature of a member or authorized representative of a member.  
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**FILING FEE: \$250 for Articles of Organization and Affidavit**

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## ACCEPTANCE OF REGISTERED AGENT

RE: OVERALL FINANCING, L.C.

Pursuant to Section 608.407(1)(d), Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Limited Liability Company Act (1993) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, such position.

Dated: March 5, 1997

  
Ariana R. Fileman

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