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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

97 MAY 16 PM 4:10

TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/97--01082--003
****346.25 ****346.25

SUBJECT: EAGLE HOLDINGS OUTDOOR LLC

Enclosed is an original and (1) copy.

Filing Fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing Fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. **Please send one check for the total amount made payable to the Florida Department of State.**

FROM:

**Daniel R. Blackford
Eagle Holdings Outdoor LLC
2672 Debany Rd.
Kissimmee, FL 34744
497-847-4229**

285.00 F.F.
52.50 CC
8.75 CHS

RECEIVED
97 MAY 16 PM 3:53
PH 5/16/97

ARTICLES OF ORGANIZATION

Articles of Organization of Eagle Holdings Outdoor LLC

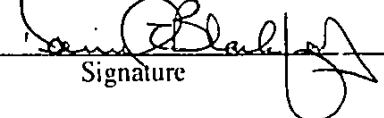
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Under Florida Statute Chapter 608.40 et seq Limited Liability Company Law.

- First: The name of the limited liability company is Eagle Holdings Outdoor, LLC with the address 2672 Debany Rd. Kissimmee, FL 34744
- Second: The county within this state in which the office of the limited liability company is to be located is Osceola County.
- Third: The latest date on which the limited liability company is to dissolve is the first day of April in the year Two Thousand and Ninety Six.
- Fourth: The name and address of the Registered Agent of the limited liability company upon whom and at which process against the limited liability company can be served is Daniel R. Blackford, 2672 Debany Rd, Kissimmee, FL 34744 who accepts this appointment and is familiar with and accepts the obligations of that position.
- Fifth: The limited liability company has at least two members and is to be managed by one Member Manager, Daniel R. Blackford who accepts the obligations of this position. The address is 2672 Debany Rd. Kissimmee, FL.
- Sixth: Additional members may be admitted upon the unanimous written agreement of the Initial Members. The Initial Members and Additional Members, if any, are referred to collectively herein as the "Members".
- Seventh: The company shall be governed by the Regulations in the Operating Agreement.

IN WITNESS WHEREOF, this certificate has been subscribed this 2nd day of January, 1997 by the undersigned who affirms that the statements made herein are true under penalties of perjury.


Signature

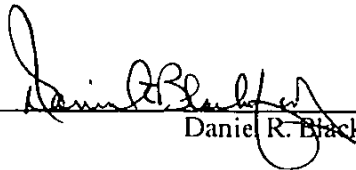
Daniel R. Blackford Managing Member
Name Title

Affidavit of Membership And Contributions

The undersigned member of Eagle Holdings Outdoor LLC 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: \$10,000.00
- (3) there is no property contributed.

The total amount of cash and property is \$10,000.00



Daniel R. Blackford

(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury the the facts stated herein are true)

DESIGNATION OF REGISTERED AGENT

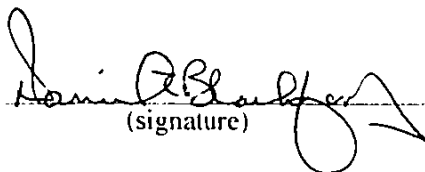
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Eagle Holdings Outdoor LLC.
2. The name and address of the registered agent and office is:

Daniel R. Blackford
2672 Debany Rd.
Kissimmee, FL 34744

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF HILLSBORO
FLORIDA

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 familiar with and accept the obligations of my position as registered agent.


(signature)

May 16, 1997
(Date)