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FROM: MAHONEY ADAMS & CRISER, P.A.  
CONTACT: CORINNE P MCCLURE  
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FAX #: (904)798-2697

NAME: SOUTHWIND MANUFACTURING SERVICES ACQUISITION  
AUDIT NUMBER.....H97000017218  
DOC TYPE.....LIMITED LIABILITY COMPANY  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 4  
DEL.METHOD.. FAX  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1997

JAIME A. FRIAS, ESQ.  
50 N. LAURA ST.  
JACKSONVILLE, FL 32202

SUBJECT: SOUTHWIND MANUFACTURING SERVICES ACQUISITION, L.C.  
REF: W97000023657

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A. Mitchell  
Corporate Specialist

FAX Aud. #: 897000017218  
Letter Number: 497A00050658

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**ARTICLES OF ORGANIZATION  
OF  
SOUTHWIND MANUFACTURING SERVICES ACQUISITION, L.C.,  
A LIMITED LIABILITY COMPANY**  
\* \* \*

**ARTICLE I  
NAME**

The name of this limited liability company is Southwind Manufacturing Services Acquisition, L.C., referred to in these Articles of Organization as the Company.

**ARTICLE II  
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III  
PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 1430 S.W. 15th Avenue, Ocala, Florida 34474.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202, and its initial registered agent is RAX CO.

**ARTICLE V  
PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

Prepared by James A. Fries, Esq.  
Mahoney Adams & Criser, P.A.  
50 North Laura Street  
3300 Barnett Center  
Jacksonville, FL 32202  
(904) 354-1100  
Florida Bar No. 0079479

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**ARTICLE VI  
MANAGEMENT BY MANAGERS**

The Company will be managed by managers who shall serve as members of the Management Committee, in accordance with and subject to the requirements of the Regulations of the Company. The names and addresses of the initial members of the Management Committee, who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualify, are as follows:

Charles A. Perry, Jr.  
3477 Lakeshore Boulevard  
Jacksonville, Florida 32210

Charles A. Perry, III  
3477 Lakeshore Boulevard  
Jacksonville, Florida 32210

**ARTICLE VII  
VOTING RIGHTS**

The Company shall have two classes of Membership Units:

Class A. Each Class A Membership Unit shall be entitled to vote on all matters relating to the Company. Each Membership Unit shall have one vote.

Class B. Class B Membership Units shall not be entitled to vote on any matter relating to the Company.

**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's Regulations.

**ARTICLE IX  
CONTINUATION OF BUSINESS**

The remaining Members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in the Company as provided in the Regulations of the Company.

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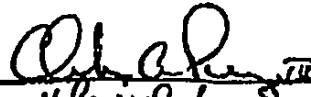
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**ARTICLE X**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION TO REGULATIONS**

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization.

**CHARLES A. PERRY & COMPANY**

By:   
Title: President

  
David Arnold

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, the following is submitted:

SOUTHWIND MANUFACTURING SERVICES ACQUISITION, L.C., desiring to organize or qualify under the laws of the State of Florida, hereby designates RAX CO. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202.

DATED this 16<sup>th</sup> day of October, 1997.

CHARLES A. PERRY & COMPANY  
Member

By: [Signature]

Title: [Signature]

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[Signature]  
David Arnold, Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 16<sup>th</sup> day of October, 1997.

RAX CO.

By: [Signature]

Its Vice President

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**AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS  
FOR SOUTHWIND MANUFACTURING SERVICES ACQUISITION, INC.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned members of SOUTHWIND MANUFACTURING SERVICES ACQUISITION, L.C., a Florida limited liability company (the "Company"), execute this affidavit filed pursuant to Section 608.407(2), Florida Statutes.

The Company has at least two members.

The initial capital contributions of the members are as follows:

<u>Member</u>	<u>Cash Contribution</u>	<u>Agreed Value of Non-cash Contribution</u>
Charles A. Perry & Company	\$50,000	N/A
R.D. Arnold, Jr.	\$10,000	N/A

No further amounts are presently expected to be contributed by the members to the Company.

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.

Dated: October 17, 1997.

CHARLES A. PERRY & COMPANY  
Member

By: [Signature]  
Title: President

[Signature]  
R.D. Arnold, Jr., Member

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