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GOUZE & ASSOCIATES, P.A.

*Barnett Tower
200 Central Avenue
Suite 2210
St. Petersburg, FL 33701*

Phone: (813) 823-0997

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Catherine E. Gouze

Also Admitted in Wisconsin

VIA FEDERAL EXPRESS

June 22, 1998

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Registration Section
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Filing Articles of Organization for Flambeau, LLC

Dear Sir/Madam:

Enclosed herewith please find our firm's check in the amount of \$346.25 to cover filing, designation of registered agent, certified copy and certificate of status of "Flambeau LLC." I have enclosed an original and copy of the Articles of Organization and Acceptance of Registered Agent.

Please return to me at your earliest convenience. If you have any questions, please call.

Sincerely,

Michelle J. Gillum
Michelle J. Gillum

Name	6/24/98
Availability	Doc
Document/mjg	-
Examiner	Enclosures
Updater cc:	Alexander Samardzich
Updater	
Verifier	
Acknowledgement	ESC
W. P. Verifier	DOC

Please return via enclosed Fed Ex.

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**ARTICLES OF ORGANIZATION FOR
FLAMBEAU, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is Flambeau, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is P. O. Box 247, Bruce, WI 54819.

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 managed by a manager and the name and address of such manager who is to serve as manager is:

Alexander Samardzich
P. O. Box 247
Bruce, WI 54819

ARTICLE V - Admission of Additional Members:

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A members interest in the Limited Liability Company may not be sold or otherwise transferred except pursuant to the Operating Agreement.

ARTICLE VI - Members Rights to Continue Business:

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 unanimous consent of the remaining members.

FILED
JUN 23 2:00 PM
CLERK OF STATE
TALLAHASSEE, FLORIDA

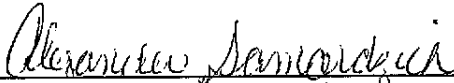
ARTICLE VII - Registered Agent:

The street address of the initial registered office of the Limited Liability Company shall be Barnett Tower, 200 Central Avenue, Suite #2210, St. Petersburg, FL 33701, and the name of the initial registered agent at that address is Catherine E. Gouze, Esq.

ARTICLE VIII - Affidavit of Membership and Contribution:

The undersigned member/manager of Flambeau, Limited Liability Company certifies that:

- 1) The above named Limited Liability Company has at least two members
- 2) The total amount of cash contributed by the member(s) is: \$ 0.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is: N/A
(a description of the property is attached and made a part hereto) and
- 4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$2,000,000.00.


Alexander Samardzich

(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.)

FILED
98 JUN 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION FOR
FLAMBEAU, LLC

CATHERINE E. GOUZE, ESQ., an individual residing in Tallahassee, Florida, having a business office at Barnett Tower, 200 Central Avenue, Suite #2210, St. Petersburg, FL 33701, and having been designated as the Registered Agent in the Articles of Organization for Flambeau, LLC, is familiar with and accepts the obligations of the position of Registered Agent under the Florida Statutes.


Catherine E. Gouze, Esq.

FILED
98 JUN 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA