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FRAZIER & OWENS
A PROFESSIONAL ASSOCIATION OF LAWYERS

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July 13, 1998

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

Re: Articles of Organization-Order In, L.C.

Dear Sir/Madam,

Please find the enclosed Articles of Organization for Order In, L.C., Affidavit of Membership and Contributions, and Acceptance of Registered Agent along with our firm check in the amount of \$285.00 for filing fees. I have also enclosed a copy of the above documents along with a return envelope addressed to my office for a stamped copy for my records. If there are any problems please do not hesitate to contact my office at the above address or Phone number.

Thank you and I remain

Very truly yours,

William S. Frazier
William S. Frazier

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Acknowledgement	<i>MOH</i>
W. P. Verifier	<i>MOH</i>

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**ARTICLES OF ORGANIZATION
OF
ORDER IN, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I-NAME

The name of the limited liability company shall be Order In, L.C.

ARTICLE II-ADDRESS

The mailing address and the street address of the principal office of the company shall be 520 NE 4th Ave, Gainesville, FL 32601.

ARTICLE III-DURATION

The company shall commence its existence on the date these articles of incorporation are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV-REGISTERED AGENT AND OFFICE

The name and address of the registered agent of the company in the State of Florida is William S. Frazier, P.A., 1919-8 Blanding Boulevard, Jacksonville, FL 32210.

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the company as agreed upon by the full membership.

ARTICLE VII-ADMISSION OF NEW MEMBERS

Original members shall be admitted to the company by subscription agreement up to but not exceeding fifteen (15) members. Additional members thereafter shall be added only with the consent of a two-thirds majority of the then current members. Such additional members shall be admitted by subscription agreement and on such terms and conditions as shall be determined by the majority allowing the additional members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a two thirds majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. The manager or

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managers of the company shall have a first right of refusal with regard to any member proposing to dispose of his or her interest.

ARTICLE VIII-TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, providing there are at least two remaining members.

ARTICLE IX-MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and the affairs of the company. These regulations may contain any provisions for the regulation of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Daniel Cauthorn, 520 NE 4th Avenue, Gainesville, FL 32601.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Jacksonville, Duval County, Florida on this 7th day of July, 1998.

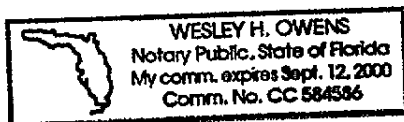
William L. Lipp
Organizer

Daniel Cauthorn
Organizer

STATE OF FLORIDA
COUNTY OF DUVAL

Daniel Cauthorn
Applicant

Sworn to and subscribed before me this 7th day of July, 1998 by Daniel Cauthorn who produced FL Driver license # C365-179-65-325-0.



[Signature]
Notary Public-State of Florida

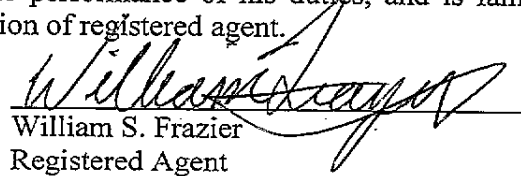
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Order In, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


William S. Frazier
Registered Agent

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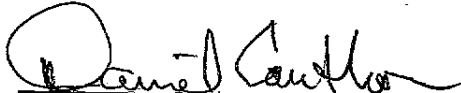
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Order In, 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 \$ 15,000.00
3. If any, the agreed value of property other than cash contributed by members is \$ N/A. A description of the property, if any, is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$ 15,000.00 This total includes amounts from paragraphs 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: July 7, 1998.


Daniel Cauthorn

STATE OF FLORIDA
COUNTY OF DUVAL

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Sworn to and subscribed before me this 7th day of June, 1998 by Daniel Cauthorn who produced a Florida Drivers License, DL# c365-179-65-325-0 as identification.




Notary Public-State of Florida