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ARTICLES OF ORGANIZATION OF

WERLEY & IVY TRUCKING, 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 makes, acknowledges, and files the following Articles of Organization:

ARTICLE 1. NAME

The name of the limited liability company shall be WERLEY & IVY TRUCKING, L.C. ("company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the company shall be 3770 Washington Avenue, Fort Myers, Florida 33916.

ARTICLE III. DURATION

The company shall commence its existence on the date these articles of organization 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 OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Dennis A. Werley, 3770 Washington Avenue, Fort Myers, Florida 33916.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the 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 all the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

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 terminated 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, provided there are at least two remaining members.

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ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management 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 Dennis Werley, 3770 Washington Avenue, Fort Myers, Florida 33916.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida on October 1, 1998.

Gene R. Solomon

STATE OF FLORIDA COUNTY OF LEE

Sworn to and subscribed before me this 1st day of October, 1998, by GENE R. SOLOMON, who is personally known to me.

Karen Zuck, Notary Public - State of Florida

My Commission Expires:

(Seal)

KAREN M. ZUCK
MY COMMISSION # CC 727032
EXPIRES: May 19, 2002
Bonded Thru Notary Public Underwriters

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **WERLEY & IVY TRUCKING, 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dennis A. Werley Registered Agent

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EXHIBIT "A"

INITIAL MEMBERS, CAPITAL CONTRIBUTIONS AND MEMBER PERCENTAGE INTEREST

Name & Address of Member	Capital Contribution	Initial Member Percentage Interest
Dennis Werley 3770 Washington Avenue Fort Myers, Florida 33916	\$ 80	80%
David Ivy 1707 McKinley Avenue Lehigh Acres, Florida 33936	\$ 20	20%

SECRETARY OF STATE DIVISION OF CORPORATIONS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned deposes and says:

- 1. The agreed value of property other than cash contributed by the members is: \$0.
- The total amount of cash or property anticipated to be contributed by the members is: \$100 as follows:
 - (a) Dennis Werley

\$ 80

(b) David Ivy

\$ 20

THE AFFIANT SAYS NOTHING FURTHER.

Dated the 1st day of October, 1998.

By: Verley

STATE OF FLORIDA COUNTY OF LEE

The foregoing Affidavit of Membership and Contributions was acknowledged, subscribed and sworn before me this 1st day of October, 1998, by Dennis A. Werley who is personally know to me.

Karen M. Zuck

My Commission Expires:

(Seal)