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LAYON F. ROBINSON, II, P.A.
ATTORNEY AND COUNSELOR AT LAW
442 OLD MAIN STREET
BRADENTON, FLORIDA 34205

LAYON F. ROBINSON, II
GINGER M. WEISKOPF
CERTIFIED LEGAL ASSISTANT

TELEPHONE
(941) 748-0055
FACSIMILE
(941) 748-1410

October 19, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/30/98-01020-004
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Dear Sirs:

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Please find enclosed:

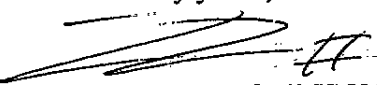
1. Articles of Organization of MARIE'S TRANSPORT INC., a Limited Company which contains the Designation of Registered Agent and the Acceptance.
2. Affidavit of Membership and Contribution
3. File Fee of \$250.00 for the Articles of Organization and Affidavit
4. \$35.00 Designation of Registered Agent
5. \$52.50 Certified copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please note that pursuant to F.S. 608.409 the term of existence of the Corporation shall be from October 19, 1998 which is the date signed by the organizers and shall be received by your office within five (5) days from the date thereof. If not received within five (5) days then the date of filing with your office, shall be the date of the commencement of existence.

Thank you in advance.

Sincerely yours,


LAYON F. ROBINSON, II
Attorney at Law

LFR/ecc

Encl.

L98-2558

Name	98-11-4
Availability	
Document	fe
Examiner	
Updater	fe
Updater	fe
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION

OF

MARIE'S TRANSPORT, L.C.

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

ARTICLE I

NAME

The name of the limited liability company shall be:

MARIE'S TRANSPORT, L.C. ("Company").

ARTICLE II

ADDRESS

The principal place of business of the Company and mailing address in Florida shall be 1005 27th Street East, Bradenton, Florida 34208.

ARTICLE III

DURATION

The Company shall commence its existence on the date these Articles of Organization will commence on October 23, 1998 and the duration of the Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Incorporation.

ARTICLE IV

PURPOSES AND POWERS

The general purpose for which the Company is organized is to

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acquire, own, develop and manage commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

LAYON F. ROBINSON, II, ESQUIRE
442 OLD MAIN STREET
BRADENTON, FLORIDA 34205

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ARTICLE VI

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
GRIL PALMER	\$39,600.00
MARIE PALMER	\$ 1.00
TRAGUS PALMER	\$ 1.00

ARTICLE VII

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or in lieu thereof, only upon the unanimous consent of all the members.

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ARTICLE VIII

ADMISSION OF NEW MEMBERS

(TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 IX

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE X

MANAGEMENT

The Company shall be managed by a manager in accordance with

regulations adopted by the members of 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 consistent with law or these Articles of Organization. The name and address of the initial Manager of the Company is Gril Palmer, 1005 27th Street East, Bradenton, Florida 34208.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Bradenton, Manatee County, Florida, for the foregoing uses and purposes this 23rd day of October, 1998.

Gril Palmer
NAME OF ORGANIZER
GRIL PALMER

Marie Palmer
NAME OF ORGANIZER
MARIE PALMER

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TALAHASSEE, FLORIDA
SECRETARY OF STATE

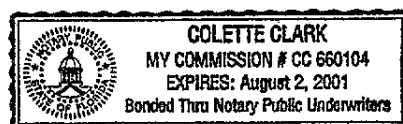
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STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23rd day of October, 1998, by GRIL PALMER, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.

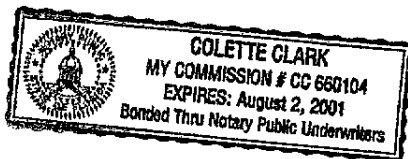
Colette Clark
NOTARY PUBLIC
Printed Name: COLETTE CLARK
MY COMMISSION EXPIRES:



STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23rd day of October, 1998, by, MARIE PALMER, who is personally known to me or who has produced Florida Drivers License as identification and who did take an oath.



Colette Clark
NOTARY PUBLIC COLETTE CLARK
Printed Name: _____
MY COMMISSION EXPIRES: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MARIE'S TRANSPORT COMPANY, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

[Signature]
LAYON F. ROBINSON, II, ESQUIRE
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MARIE'S TRANSPORT, INC., L.C., deposes and say:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contribution by the member(s) is \$39,600.00.
3. If any, the agreed value of property other than cash contributed by member MARIE PALMER is \$1.00 and member TRAGUS PALMER is \$1.00 A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$39,602.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

DATED: Oct 23' 98

Gril Palmer
GRIL PALMER

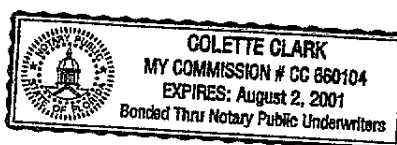
**STATE OF FLORIDA
COUNTY OF MANATEE**

GRIL PALMER
Applicant GRIL PALMER

Sworn to (or affirmed) and subscribed before me this 23 day of October, 1998, by
GRIL PALMER.

Colette Clark
NOTARY PUBLIC -State of Florida
My Commission Expires:

Notary Printed Name: COLETTE CLARK



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CLARK
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

LIST OF PROPERTY CONTRIBUTED BY
GRIL PALMER

1.	1992 Freightliner	\$33,000.00
2.	Tarps for Lumber	\$ 1,500.00
3.	Chains and Binders	\$ 3,000.00
4.	Computer and accessories	\$ 1,900.00
5.	Facsimile	\$ 200.00
	TOTAL	\$39,600.00

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