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November 5, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

200002683132--9
-11/09/98-01059-011
****337.50 ****337.50

Re: PENSOL, L.L.C.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of PENSOL, L.L.C. Our check in the sum of \$337.50 is enclosed to cover the following costs:

Filing Fee	\$250.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$337.50

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	11/09/98
Availability	OK
Document Examiner	DCC
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GLB:ias	
Updater/Enclosures	C
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
OF
PENSOL, L.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 PENSOL, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be P.O. Box 99, Gulf Breeze, Florida 32562 and 350 Pensacola Beach Blvd., Gulf Breeze, Florida 32561.

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 Mark Lyons, III, 350 Pensacola Beach Blvd., Gulf Breeze, Florida 32561.

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, her or its 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 other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

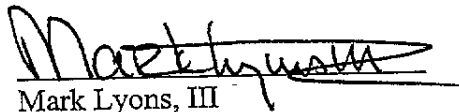
ARTICLE VIII - TERMINATION OF EXISTENCE

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 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, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

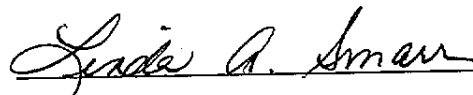
The Company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager to serve until its successor is elected by the consent of all the members of the Company is Mark Lyons, III, P.O. Box 99, Gulf Breeze, Florida 32562.

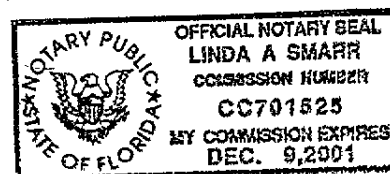
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Pensacola, Florida, on this 5th day of November, 1998.


Mark Lyons, III

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 5th day of November, 1998, by Mark Lyons, III, who is personally known to me and who did not take an oath.





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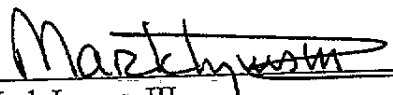
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Pensol, LLC, deposes and says:

1. The above named limited liability Company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by member(s) is None.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

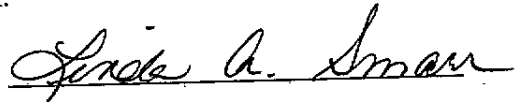
THE AFFIANT SAYS NOTHING FURTHER

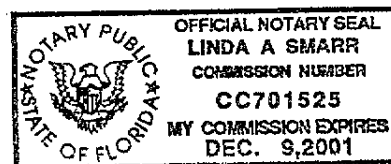
Dated: November 5th, 1998


Mark Lyons, III

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 5th day of November, 1998, by Mark Lyons, III, who is personally known to me or and who did take an oath.

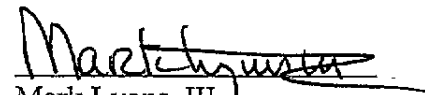




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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Pensol, L.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 accept the obligations of the position of registered agent.


Mark Lyons, III

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SECRET

EXHIBIT "A"

Mark Lyons, III	19%
P.O. Box 99	
Gulf Breeze, Florida 32562	

A.M.I., Inc., a Florida corporation	1%
P.O. Box 99	
Gulf Breeze, Florida 32562	

Ruth L. Shields	40%
4511 Kingswood Drive	
Mobile, Alabama 36608	

Sheri A. Owens	
6964 Hedgestone Way	
Mobile, Alabama 36608	40%