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McCOLLUM
& TUCK,
L.L.P.

ATTORNEYS & COUNSELORS AT LAW
129 S. COMMERCE AVENUE, SEBRING, FLORIDA 33870-3693
(941) 385-5188 FAX # (941) 471-1111
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LINDA DAVIS TUCK
JAMES F. McCOLLUM

KIMBERLY J. BENNETT
CORI FRANKLIN
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LEGAL ASSISTANTS

October 9, 1998

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

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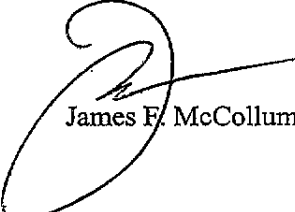
Re: SBI, L.C.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Organization for the above named limited liability company. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$285.00 (\$250.00 filing fee; \$35.00 registered agent designation fee). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,


James F. McCollum

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98 DEC 29 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(294)

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| Name | JFM/kjb |
| Availability | enclosure(s) |
| Document | Client |
| Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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W980000023425
8 pages



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 15, 1998

JAMES F. MCCOLLUM
MCCOLLUM & TUCK, L.L.P.
129 S. COMMERCE AVENUE
SEBRING, FL 33870-3693

SUBJECT: SBI, L.C.
Ref. Number: W98000023425

We have received your document for SBI, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

In Article IX you list McCollum, Oberhausen & Tuck, L.L.P. as the registered agent (which is an expired L.L.P.). On the Statement Designation Registered Agent and Office you list James F. McCollum as the registered agent. Please correct the document to show the proper agent. Both sections must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00051071



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

JAMES F. MCCOLLUM
MCCOLLUM & TUCK, L.L.P.
129 S. COMMERCE AVENUE
SEBRING, FL 33870-3693

SUBJECT: SBI ENTERPRISE, L.C.
Ref. Number: W98000023425

We have received your document for SBI ENTERPRISE, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You still have corrected the information about the mailing address. Your document must address the principal address and the mailing address. If the mailing address is the same as the principal address please indicate that in the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00059071

ARTICLES OF ORGANIZATION OF SBI ENTERPRISE, L.C.

The undersigned certify we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SBI ENTERPRISE, L.C., and its principal office shall be located at 4115 Lafayette Avenue, Sebring, FL 33870, but it shall have the power and authority to establish branch offices at other places as the members may designate. The mailing address of the limited liability company shall be 4115 Lafayette Avenue, Sebring, FL 33870.

ARTICLE II. PURPOSES AND POWERS

Besides the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes;
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of the members or until their successor is elected and qualified is Norbert Walz, 4115 Lafayette Avenue, Sebring, FL 33870.

ARTICLE V. MEMBERSHIP RESTRICTIONS

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 member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. 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.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions of \$40,000 cash shall be paid to the limited liability company by Bette C. Landis and \$10,000.00 cash shall be paid to the limited liability company by Padde Jill Tolbert. Additional contributions will be made as required for investment purposes, as determined by a majority of the ownership interests.

ARTICLE VII. PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the

expenses of conducting the business of the limited liability company. Each member shall be entitled to a proportionate distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being July 1, 1998, according to their percentage of ownership.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in their proportionate distributive shares.

ARTICLE VIII. DURATION


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 129 South Commerce Avenue, Sebring, Fl. 33870, and the name of the company's initial registered agent at that address is James F. McCollum. The undersigned, being the original member(s) of the limited liability company, certify this instrument constitutes the Articles of Organization of SBI ENTERPRISE, L.C.

Executed by the undersigned at Sebring, Florida this 1 day of Dec., 1998.


Bette C. Landis


Patti Jill Tolbert


Paddy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 29 PM 1:40
FILED
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Virginia
County of Smyth

In compliance with Florida Statutes Section 608.40(2), the undersigned members or authorized representatives of a member of SBI ENTERPRISE, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by Bette C. Landis is \$40,000.00 and the total amount of cash contributed by ~~Patti Jill Tolbert~~ Patti Padde is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by the members is NONE. A description of the property is "NONE" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000. This total includes the amounts from 2 and 3 above. Additional contributions may be made and records thereof shall be kept as provided in §608.4101(1)(e)(1), Florida Statutes.

Bette C. Landis
Bette C. Landis
Patti Jill Tolbert
Patti Jill Tolbert
Patti Padde
Patti Padde

The foregoing instrument was acknowledged before me this 1 day of Dec., 1998 by Bette C. Landis, member of SBI ENTERPRISE, L.C., a limited liability company ☒ who is personally known to me or who produced as identification.

Judy C. Cregger
Notary Public
My Commission Expires 5-31-99

The foregoing instrument was acknowledged before me this 1 day of Dec., 1998 by ~~Patti~~ Patti Jill Tolbert, member of SBI ENTERPRISE, L.C., a limited liability company ☒ who is personally known to me or who produced as identification.

Judy C. Cregger
Notary Public
My Commission Expires 5-31-99

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Highlands

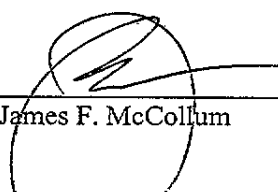
Pursuant to the provisions of Sections 608.40(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SBI ENTERPRISE, L.C.

The name of the registered agent for SBI ENTERPRISE, L.C. is James F. McCollum and the street address of the company's principal office where the agent is located is 129 South Commerce Avenue, Sebring, FL 33870.


This statement is to acknowledge that, as indicated above, SBI ENTERPRISE, L.C. has appointed James F. McCollum as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed by the undersigned at Sebring, Florida this 8th day of December, 1998.


James F. McCollum

The foregoing instrument was acknowledged before me this 8th day of December, 1998 by James F. McCollum, agent on behalf of SBI ENTERPRISE, L.C., a limited liability company ☒ who is personally known to me or who produced as identification.

KIMBERLY J. BENNETT
Notary Public - State of Florida
My Commission Expires Jun 21, 2000
Commission # CC561603


Notary Public

FILED
98 DEC 29 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA