

L990000002263

*Law Office of
Teresa Byrd Morgan
a Professional Association*

302 East Duval Street

Lake City, Florida 32055

April 14, 1999

Teresa Byrd Morgan

Elizabeth A. Martin

Telephone: 904 / 755-1977

Faxsimile: 904 / 755-8781

Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

Re: American Shield Group, L.L.C.

Dear Sir/Madam:

Please find enclosed herewith the original and executed copy of Articles of Organization of American Shield Group Limited Liability Company. Please file the original Articles of Organization, and return a copy to us. Also enclosed is our firm check in the amount of \$250.00 for the filing fee.

Also, please find enclosed Certificate of Designation of Registered Agent/Registered Office, with our firm check in the amount of \$35.00 for the filing fee.

Thank you.

Very truly yours,

Elizabeth A. Martin

Elizabeth A. Martin
For the Firm

800002844218--6
-04/19/99--01127--024
*****250.00 *****250.00

EAM/ach
Enclosures

800002844218--6
-04/19/99--01127--025
*****35.00 *****35.00

cc: Mr. Michael Darby

Name	
Availability	
Document Examiner	
Updater	
Reviewer	
Approval Agent	
Other	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 9:08

ARTICLES OF ORGANIZATION OF
AMERICAN SHIELD GROUP LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is:

American Shield Group, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Post Office Box 10
Live Oak, Florida 32060

1416 North Ohio Street
Live Oak, Florida 32060

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Registered Agent:

The Registered Agent of the Limited Liability Company and the street address of the registered agent is:

Michael M. Darby
1416 North Ohio Street
Live Oak, Florida 32060

The written statement accepting appointment as the Registered Agent is attached.

ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the name and address of the managers are:

First South, Inc.
Post Office Box 10
Live Oak, Florida 32060

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 9:09

Jan Deanna O'Rourke
401 Dunn Drive
Port Charlotte, Florida 33952

ARTICLE VI - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted, subject to managers' approval.

ARTICLE VII - Members' Right to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

The remaining members will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other occurrence that would not allow a member to continue as a member.

ARTICLE VIII - Limitation on Agency Authority of Members

Pursuant to section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE IX - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of American Shield Group, L.L.C. certifies:

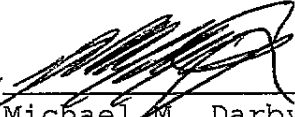
- (1) the above named limited liability company has at least one member;
- (2) the total amount of cash contributed by the members is \$4,000.00;
- (3) if any, the agreed value of property other than cash contributed by

members is: .00;

(4) the total amount of cash and property
contributed and anticipated to be
contributed by members is 4,000.00.

IN WITNESS WHEREOF, I have signed these Articles of
Organization and acknowledge them to be my act this 4 day of
April, 1999.

FIRST SOUTH, INC.

By 
Michael M. Darby
President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the Limited Liability Company is:

American Shield Group, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are:

Michael M. Darby
1416 North Ohio Street
Live Oak, Florida 32060

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.



MICHAEL M. DARBY
Registered Agent