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Keith Poole, P.C.
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Marietta, GA 30068
(770) 971-0109

June 2, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002897358--6
-06/07/99--01160--010
****250.00 ****250.00

Dear Sir or Madame:

800002897358--6
-06/07/99--01160--011
****35.00 ****35.00

Enclosed please find three originals of the Articles of Organization for W & H Holdings, L.L.C. Enclosed please also find the Certificate of Designation of Registered Agent/Registered Office. Enclosed please find a check in the amount of \$250.00 for the Articles of Organization and a check in the amount of \$35.00 for the Designation of Registered Agent/Registered Office.

Please send all correspondence to the above address. If there are any questions please call me at the above phone number.

Very truly yours,


Keith Poole

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ARTICLES OF ORGANIZATION
W & H HOLDINGS, L.L.C.

Article 1
Name

The name of the Limited Liability Company is W & H Holdings, L.L.C.

Article 2
Address

The mailing address and street address of the principal office of the Limited Liability Company is 113 Sand Lane, Layton, Long Key, FL 33001.

Article 3
Duration

The period of duration for the Limited Liability Company shall be ninety nine years.

Article 4
Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Christopher Scheeser
113 Sand Lane
Layton
Long Key, FL 33001

Harold D. Grant
108 Fairway Drive
Anniston, AL 36201

Article 5
Admission of Additional Members

Additional members may be admitted by the unanimous vote of the existing members.

Article 6
Members' Right to Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining member(s) shall have the right to continue

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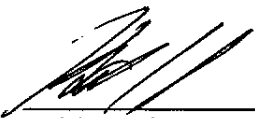
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the business provided all the remaining members give their written consent within ninety days of any such event.

Article 7
Affidavit of Membership and Contributions

The undersigned authorized representative of Harold D. Grant and Christopher Scheeser hereby certifies:

- 1) The above named limited liability company has at least one member;
- 2) No member has made a contribution to date;
- 3) Upon the certification of the Limited Liability Corporation by the State of Florida, the total amount of cash and property anticipated to be contributed by the members will be in excess of Ten Thousand dollars.



Keith Poole
Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

Pursuant to the provision of Section 608.415 or 608.507, Florida Statutes, the undersigned W & H Holdings, L.L.C. 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 W & H Holdings, L.L.C.
2. The name and the Florida street address of the registered agent are:

Christopher Scheeser
113 Sand Lane
Layton
Long Key, FL 33001

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.

Christopher Scheeser
Christopher Scheeser

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