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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

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July 12, 1999

Secretary of State  
Corporations Division  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32314

200002930652--7

-07/14/99-01024-012  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Articles of Organization  
Neal Tyler Distributing, L.C.  
Check for \$285.00

Dear Ladies and Gentlemen:

We enclose Articles of Organization, in duplicate, Affidavit of Member and Contributions, and Acknowledgement and Acceptance of Registered Agent.

Also enclosed is check in the amount of \$285 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp  
Enclosures

cc: Mr. Timothy M. Tyler  
Ed Schmitzer, C.P.A.  
Neil M. Goff, Attorney

FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
99 JUL 14 AM 11:17

mtm  
7/20

ARTICLES OF ORGANIZATION  
OF  
NEAL TYLER DISTRIBUTING, L.C.

The undersigned who intends to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, does hereby state and certify the following:

1. Name. The name of the Limited Liability Company shall be NEAL TYLER DISTRIBUTING, L.C.
2. Duration of Company. The company shall have perpetual duration.
3. Principal Office. The mailing address and street address of the principal office of the Limited Liability Company is 216 Druid Street, Jacksonville, Florida 32205.
4. Registered Agent and Office. The name and street address of the Limited Liability Company's initial registered agent are TIMOTHY M. TYLER located at 216 Druid Street, Jacksonville, Florida 32205.
5. Purpose of Company. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.
6. Additional Members. The members may admit additional members on such terms and at such times as may be agreeable to the existing members and the additional members to be admitted.
7. Continuation of Business. The remaining members of the Limited Liability Company have the right to continue the business of the Limited Liability Company on 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.
8. Management by Manager. The Limited Liability Company shall be a manager-managed company. The name and address of the manager who will serve as manager until the first annual meeting of members or until a successor or successors are elected and duly qualified is NEAL TYLER & SONS, INC., a Florida corporation, 216 Druid Street, Jacksonville, Florida 32205.
9. Affidavit of Members and Contributions. An affidavit that the Limited Liability Company has at least one member and setting forth the amount of cash contributed by the members and the amount anticipated to be contributed is attached to these Articles.

SIGNED AND DATED this 8th day of July, 1999.

NEAL TYLER & SONS, INC.

By: *Timothy M. Tyler*  
Its President  
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of July, 1999, by TIMOTHY M. TYLER, the President of NEAL TYLER & SONS, INC., a Florida corporation, on behalf of the corporation, ✓ personally known to me; or \_\_\_\_\_ who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.

*Edward C. Akel*  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

EDWARD C. AKEL  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 10, 2000  
COMMISSION NO. CC537664

FILED  
99 JUL 14 AM 11:17  
CLERK OF DISTRICT COURT  
JUL 14 1999

AFFIDAVIT OF MEMBERS AND CONTRIBUTIONS  
OF  
NEAL TYLER DISTRIBUTING, L.C.

The undersigned a member of this limited liability company hereby declares under oath:

1. This limited liability company has at least one member.
2. The amount of cash contributed by the members on formation of this limited liability company is \$ 50,000.00 .
3. A description and agreed value of other property other than cash contributed by the members on formation of the limited liability company is in excess of \$ 1,000,000.00 .
4. The amount anticipated to be contributed by the members is \$ -0- at this time.

SIGNED AND DATED on the date notarized below.

NEAL TYLER & SONS, INC.

BY: Timothy M. Tyler  
Its President

STATE OF FLORIDA

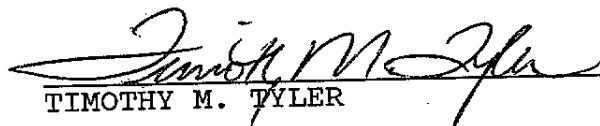
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of July, 1999, by Timothy M. Tyler, the President of Neal Tyler & Sons, Inc., a Florida corporation, on behalf of the corporation, ✓ personally known to me; or \_\_\_\_\_ who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.

Edward C. Akel  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My Commission Expires: EDWARD C. AKEL  
Commission No. NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 10, 2000  
COMMISSION NO. CC537664

ACKNOWLEDGEMENT AND ACCEPTANCE  
OF  
REGISTERED AGENT  
OF  
NEAL TYLER DISTRIBUTING, L.C.

Having been named to accept service of process as registered agent for the above stated limited liability company, at the place designated in the Articles of Organization of the limited liability company to which this is attached, I hereby accept the appointment as registered agent, I am familiar with and accept the obligations of this position as provided for in Chapter 608, and I agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open the registered office at the address below.

  
TIMOTHY M. TYLER

216 Druid Street  
Jacksonville, Florida 32205

99 JUL 11 AM 11:17

FILED  
SECRETARY OF STATE  
JUL 11 11:17 AM '99