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November 9, 2000

- * CERTIFIED TAX SPECIALIST
- ** CERTIFIED ESTATE PLANNING & PROBATE LAW SPECIALIST
- + CERTIFIED EMPLOYMENT & LABOR LAW SPECIALIST
- * CERTIFIED BANKRUPTCY SPECIALIST

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(843) 720-4620

Registration Section
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

200003462772--7
-11/14/00--01037--008
****160.00 ****160.00

Re: Chancellor Holdings, LLC

Dear Sir or Madam:

I have enclosed in duplicate the Articles of Organization for the above-referenced LLC along with the \$160.00 filing fee. Please return a copy of the certified Articles to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me at (843) 720-4620. Thank you for your prompt attention to this matter.

Very truly yours,

BUIST, MOORE, SMYTHE & MCGEE, P.A.

Stephanie E. Mitchell mkm

Stephanie E. Mitchell

FILED
09 NOV 14 5:00 PM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEM/mkm

Enclosures

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De

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **Chancellor Holdings, LLC**

ARTICLE II - Address:

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

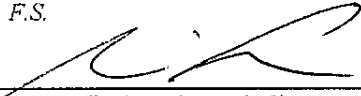
**1702 North Florida Avenue
P. O. Box 3275
Tampa, FL 33601-3275**

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Marvin Solomon
1702 North Florida Avenue
Florida street address (P.O. Box NOT acceptable)
Tampa, FL 33602

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 as provided for in Chapter 608, F.S.

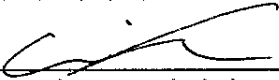


Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and therefore, a manager-managed company.

(An additional article must be added if an effective date is requested)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marvin Solomon

Typed or printed name of signee

- Filing Fees:**
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

FILED
00 NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA