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Collins, Brown, Caldwell,
Barkett & Garavaglia

CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
SUSAN A. CALISTRI*
GEORGE G. COLLINS, JR.**
MICHAEL J. GARAVAGLIA
LISA N. THOMPSON***

PLEASE REPLY TO:
POST OFFICE BOX 64-3686
VERO BEACH, FLORIDA 32964-3686
561-231-4343
TELEFAX: 561-234-5213
INTERNET: CBC@VEROLAW.COM

MJH

November 20, 2000

*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

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-11/22/00--01079--009
****155.00 ****155.00

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

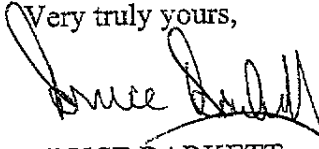
Re: RCL Development, LLC

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Organization and my firm's check in the amount of \$155.00, which represents the filing fee, registered agent fee and certified copy fee.

Upon receipt and assignment of the Charter Number, please return to Bruce Barkett, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,

BRUCE BARKETT

/mjw
Enclosures

cc/enc: Mr. Robert C. Lyles, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 22 AM 11:31

**ARTICLES OF ORGANIZATION
OF
RCL DEVELOPMENT, LLC**

A Florida Limited Liability Company

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

RCL DEVELOPMENT, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company are as follows:

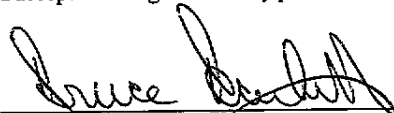
5099 North A1A, Suite A
Vero Beach, FL 32963

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the Registered Agent are as follows:

Bruce Barkett, Esq.
Collins, Brown, Caldwell,
Barkett & Garavaglia, Chartered
756 Beachland Boulevard
Vero Beach, FL 32963

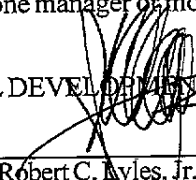
Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


Bruce Barkett, Resident Agent

**ARTICLE III
MANAGEMENT
(Check box if applicable)**

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

RCL DEVELOPMENT, INC., a Florida corporation

By: 
Robert C. Ayles, Jr., President/Managing 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.)

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)

00 NOV 22 AM 11:31

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DIVISION OF CORPORATIONS