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LAW OFFICE OF SUZANNE C. QUIÑÓNEZ, P.A.

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FILED
2002 MAY -9 PM 4: 54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 8, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/09/02--01070--018
****155.00 ****155.00

RE: GF Properties, LLC
Articles of Organization

Dear Sir/Madam:

In connection with the above referenced matter, enclosed please find originals and copy of the Articles of Organization together with check in the amount of \$155.00 as follows:

Filing Fee	\$ 100.00
Registered Agent Fee	25.00
Certified copy of Articles	<u>30.00</u>
Total	\$ 155.00

Please file the Articles and return a certified copy to this office.

Thank you for your prompt attention to this matter.

Sincerely,

LAW OFFICE OF
SUZANNE C. QUIÑÓNEZ, P.A.

Suzanne C. Quiñónez
Suzanne C. Quiñónez
For the Firm

SCQ:dw
Enclosures
cc: GF Properties, LLC

ARTICLES OF ORGANIZATION
OF
GF PROPERTIES, LLC

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ARTICLE I
Name of Company

GF Properties, LLC

ARTICLE II
Business of Organization

The limited liability company may engage in the business of buying, renting or selling real property and may also engage in any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Principal Place of Business

The principal place of business of the limited liability company shall be: 1153 Cactus Cut Road, Middleburg, FL 32068, and the mailing address shall be the same.

ARTICLE IV
Duration

The existence of this limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and thereafter it shall have perpetual existence.

ARTICLE V
Member-Managed Company

The limited liability company shall be managed by its members. The names and addresses of the initial members are: Paula M. B. Gonzalez and William Gonzalez, Trustees of the Gonzalez Family Trust, created under agreement dated September 15, 2000 and amended March 11, 2002, 1153 Cactus Cut Road, Middleburg, FL 32068. The members shall manage the limited

liability company by majority-in-interest of the members as defined under Section 608.402 (2)(b) Florida Statutes, unless otherwise provided in the Operating Agreement.

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ARTICLE VI

Organization, Control and Structure of Company

The organization, control and structure of the limited liability company, other than specified herein, shall be governed and controlled by the Operating Agreement entered by the initial members, as may be amended from time to time by the then existing members as set forth in said Operating Agreement.

ARTICLE VII

Registered Agent

The street address of the limited liability company's initial registered office is 2747 Blanding Boulevard, Middleburg, Florida, 32068 and the initial registered agent at that office is Suzanne C. Quinonez, whose acceptance is set forth at the end of these Articles.

ARTICLE VIII

Indemnification

The limited liability company shall indemnify its members and agents to the fullest extent permitted by law.

ARTICLE IX

Compensation

The members shall have the power to set the amount, if any, of the compensation to be paid to the members of the limited liability company.

ARTICLE XI

Members' Right To Continue Business

Unless otherwise provided in the Operating Agreement, the death of a member shall not be an event causing termination of the limited liability company. Unless otherwise

provided in the Operating Agreement, the filing for bankruptcy by a member shall terminate the bankrupt member's interest in the limited liability company. The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by the unanimous vote of the remaining members or such other majority as set forth in the Operating Agreement, provided that there is at least one remaining member.

ARTICLE XII
Authorized Representative/ Member

The name and street address of the person signing these Articles of Organization as the authorized representative of the limited liability company and as a member are as follows:

<u>Name</u>	<u>Address</u>
Paula M. B. Gonzalez	1153 Cactus Cut Road Middleburg, FL 32068

ARTICLE XIII
Amendment

This limited liability company reserves the right to amend, alter, repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

The undersigned, being the authorized representative and one of the initial members of the limited liability company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are

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true, and accordingly, has hereunto set his hand and seal this 7th day of May, 2002.

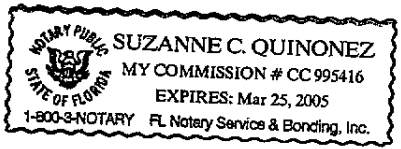
Paula M B Gonzalez
Paula M. B. Gonzalez
Authorized Representative/Member

STATE OF FLORIDA)
)ss.
COUNTY OF CLAY)

On this 7th day of May, 2002, personally appeared before me Paula M. B. Gonzalez, party to the foregoing Articles of Organization of GF Properties, LLC, () who is well known to me or who produced _____ as identification and who did not take an oath, and who acknowledged said Articles to be her act and deed.

NOTARY PUBLIC

Suzanne C. Quinonez
Signature
Typed, Printed, or Stamped
State of Florida at Large
My Commission expires:



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Acceptance of Designation

The undersigned, Suzanne C. Quinonez, states that she is a member of the Florida Bar Association, in good standing, that her principal office and mailing address are listed above, that she hereby accepts appointment as registered agent of GF Properties, LLC and further states that she is familiar with, and accepts, the obligations of such position.

Done this 7th day of May, 2002.

Suzanne C. Quinonez
Suzanne C. Quinonez