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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY**FM Real Property Holdings, LLC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is FM Real Property Holdings, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1497 Shorewood Drive, Lakeland, Florida 33803. The initial registered agent and address of such agent for the Limited Liability Company is Gary T. Fileman, 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950.

ARTICLE III - Duration:

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company.

ARTICLE V - Admission of Additional Members:

Additional members may be admitted from time to time as such terms and conditions are set forth by the unanimous written consent of all of the members.

ARTICLE VI - Members Rights to Continue Business:

Any successor or assignee to the interest of member, or the remaining members, if any, of the Limited Liability Company shall have the right to continue the business on the death, 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. If the Limited Liability Company has more than one member at the time of any of the occurrences above, the unanimous consent of all of the remaining members shall be needed to continue the business of the Limited Liability Company.

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Gary T. Fileman, Esq.
Moore & Waksler, P.L.
1107 W. Marion Ave., Ste. 112
Punta Gorda, Florida 33950
Fl. Bar #0988250

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IN WITNESS WHEREOF, the undersigned member or authorized representative of a member of FM Real Property Holdings, LLC has executed these Articles of Organization on the 9 day of February, 2005.


Gary T. Fileman

Signature of a member or authorized representative of a member.

(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.)

STATE OF FLORIDA)

COUNTY OF CHARLOTTE)

Subscribed and sworn to (or affirmed) before me on the 9 day of February, 2005, by Gary T. Fileman, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
ANGELA M. DEES
Print Name:
Comm. No.: DD 042143

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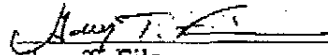
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ACCEPTANCE OF APPOINTMENT

RE: FM Real Property Holdings, LLC

Pursuant to Section 608.407 (1) (c) and 608.415, of the Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, such position.

Dated: February 9, 2005



Gary T. Fileman

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