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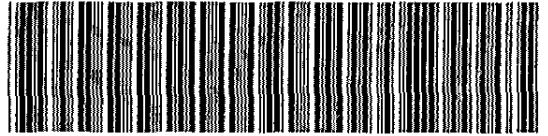
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southchase, LLC

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Articles of Organization of SOUTHCHASE, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOUTHCHASE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be **SOUTHCHASE, LLC**. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be P.O. Box 7328, Lakeland, FL 33807-7328

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is M. PAUL DIMBATH, 730 Creative Dr., Suite 7 Lakeland, FL 33813.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement adopted by the Members.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, as provided in the regulations.

Articles of Organization of SOUTHCHASE, LLC

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The Company shall be managed by managers (“Managers”) in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial Co-Managers of the Company are

NAME	ADDRESS
<u>M. Paul Dimbath</u>	<u>P.O. Box 7328, Lakeland, FL 33807-7328</u>
<u>Steven B. Wade</u>	<u>1708 Pineberry Ct., Lakeland, FL 33803</u>

Articles of Organization of SOUTHCHASE, LLC

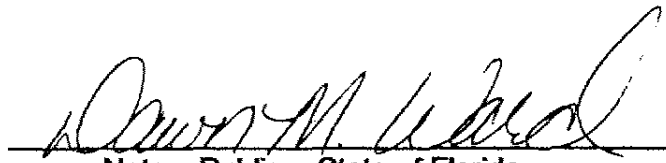
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this 21 day of February, 2005.


M. PAUL DIMBATH

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 21 day of February, 2005, by
M. Paul Dimbath.




Notary Public, State of Florida
DAWN M. WARD

Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

(SEAL)

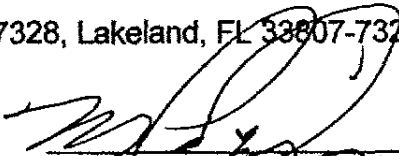
Articles of Organization of SOUTHCHASE, LLC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTER OFFICE**

Under the provisions of F.S. 608.415 the SOUTHCHASE, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company is SOUTHCHASE, LLC .
2. The name and address of the registered agent in Florida is:


M. PAUL DIMBATH, P.O. Box 7328, Lakeland, FL 33807-7328



M. PAUL DIMBATH, Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SOUTHCHASE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



M. PAUL DIMBATH, Registered Agent