

Division of Corporations

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Indian River Plantation Realty, L.C.

98 DEC -8 AM 9:28
Tallahassee, Florida

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Indian River Plantation Realty, L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall:

Continue until December 31, 2048, unless sooner terminated by operation of law or in accordance with the Regulations of the Limited Liability Company, or as reestablished after such primary term for such additional period as is determined by the Members.

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ARTICLE III - Address:

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

585 North East Ocean Boulevard
Stuart, Florida 34996

ARTICLE IV - Registered Agent/Address

The name and address of the registered agent is:

Argent Properties, Inc.
250 Tequesta Drive, Suite 301
Tequesta, Florida 33469

Stephen Vogelsang, Esq.
FL BAR # 0614424
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-East
West Palm Beach, FL 33401
(561) 655-0625

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ARTICLE V - Additional Members

Additional members may be admitted to the Limited Liability Company upon the unanimous written consent of the members.

ARTICLE VI - Continuation of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member in the Limited Liability Company, all of the remaining members, if any, may consent in writing to continue the business.

ARTICLE VII - Management:

The management of the Limited Liability Company is reserved to the following members whose names and addresses are as follows:

Southern Goals, Inc.
3026 Briarwood Place
Stuart, Florida 34997-8198

Argent Properties, Inc.
250 Tequesta Dr., Suite 301
Tequesta, FL 33469

WMD Realty, Inc.
250 Tequesta Dr., Suite 301
Tequesta, FL 33469

Dated: December 3, 1998

WMD REALTY, INC., Member

By: William M. Dean
William M. Dean
President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Indian River Plantation Realty, L.C. deposes and says:

1. The above-named limited liability company has three members.
2. The total amount of cash contributed by the members is \$200,000.00.
3. If any, the agreed value of property other than the cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$200,000.00. This total includes amounts from 2 and 3 above.

Dated: December 3, 1998

WMD REALTY, INC., Member

By: William M. Dean
 William M. Dean
 President

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(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that facts stated herein are true.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: Indian River Plantation Realty, L.C.
- 2. The name and address of the registered agent and office is:

Argent Properties, Inc.
(Name)

250 Tequesta Drive, Suite 301
(P.O. Box not acceptable)

Tequesta, Florida 33469
(City/State/Zip)

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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, Argent Properties, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Argent Properties, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: December 4th, 1998

REGISTERED AGENT:

Argent Properties, Inc.

By: Stephen H. Osburn
Name: Stephen H. Osburn
Title: President