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LIMITED LIABILITY COMPANY

ARBORETUM INVESTMENTS, L.L.C.

030689 0101
Kessler (new client)
6408
Valerie Hodge

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NO. 2712 P. 2

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ARTICLES OF ORGANIZATION OF
ARBORETUM INVESTMENTS, L.L.C.

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for ARBORETUM INVESTMENTS, L.L.C. (the "Company"):

1. Name and Principal Place of Business. The name of the Company is ARBORETUM INVESTMENTS, L.L.C. and its mailing address and principal office shall be located at 3667 Rustic Lane, Jacksonville, Florida 32217.
2. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations adopted by the member(s) of the Company.
3. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.
4. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

Peter A. Kessler
3667 Rustic Lane
Jacksonville, Florida 32217
5. Admission of Additional Members. Additional members may be admitted as members of the Company upon direction of the then existing manager(s) of the Company.
6. Continuation of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company, or if the remaining member(s) fail to so elect, the manager shall have the right to elect, within 90 days after the expiration of the election period applicable to the remaining member(s), to continue the business of the Company.

Prepared by: Robert S. Bernstein (FL Bar No. 0967947)
Foley & Lardner
P.O. Box 240
Jacksonville, FL 32202
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Fax Audit No. H99000011039 7

MAY. 7. 1999 4:02PM FOLEY & LARDNER

NO. 2712 P. 3

Fax Audit No. H99000011039 7

7. Management. The Company is to be managed by a manager, or managers. The names and addresses of the initial managers who are to serve until disassociation, death, resignation or removal or until their successors are elected and qualified, are:

Peter A. Kessler
3667 Rustic Lane
Jacksonville, Florida 32217

Any person dealing with the Company may conclusively rely on a certificate signed by a Manager as to a Manager's identity and authority to act on behalf of the Company and without further inquiry may rely upon the authority of a Manager to perform any act or execute and deliver any instrument for the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned member of the Company has executed these Articles of Organization this 7th day of May, 1999.



Peter A. Kessler
Member

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MAY. 7. 1999 4:02PM FOLEY & LARDNER

NO. 2712 P. 4

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ACCEPTANCE BY REGISTERED AGENT

Having been named in Section 4 of the Articles of Organization of ARBORETUM INVESTMENTS, L.L.C (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, I hereby accept such appointment and agree to act in such capacity. I am familiar with and accept the obligations of such position.



Peter A. Kessler, Registered Agent

Date: May 7, 1999

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MAY. 7. 1999 4:02PM FOLEY & LARDNER

NO. 2712 - P. 5

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR ARBORETUM INVESTMENTS, L.L.C.**

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The undersigned, the authorized representative of a ARBORETUM INVESTMENTS, L.L.C., a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$0.00.
3. The agreed value of property other than cash contributed by the member(s) is \$0.00.
4. The amount of cash or property anticipated to be contributed by member(s) is \$500,000, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of May 7, 1999.


Peter A. Kesler
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.
Date: May 7, 1999