



THE UNITED STATES
CORPORATION
COMPANY

L99000009395

ACCOUNT NO. : 072100000032

REFERENCE : 765291 149697A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 25.00

ORDER DATE : July 17, 2000

ORDER TIME : 9:44 AM

ORDER NO. : 765291-005

CUSTOMER NO: 149697A

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CUSTOMER: Karen M. Brown, Legal Asst
Swann & Hadley, P.a.
Suite 160
1031 West Morse Boulevard
Winter Park, FL 32789

DOMESTIC AMENDMENT FILING

NAME: A.C. ENTERPRISES, L.L.C.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
00 JUL 17 PM 4:05

RECEIVED
00 JUL 17 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR ACREE
PROPERTIES, L.L.C. ORIGINALLY FILED UNDER THE NAME OF
A.C. ENTERPRISES, L.L.C. ON DECEMBER 30, 1999**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled "Florida Limited Liability Company Act" does hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of the company shall be: **Acree Properties, L.L.C.** (the "Company").

ARTICLE II - ADDRESS

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

P.O. Box 166
DeLand, Florida 32721

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED
AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent is:

Walter M. Acree, III
1035 N. Woodland Blvd.
DeLand, Florida 32724

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided in Chapter 608, F.S.


Walter M. Acree, III

ARTICLE IV - DURATION

The period of duration for the Company shall be thirty (30) years from the date hereof unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of the member, unless the business of the

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Company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the limited liability company subsequent to the foregoing events.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by one member or more members and is, therefore, a member-managed company and the name and address of the managing member is:

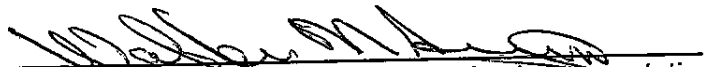
Walter M. Acree, III
P.O. Box 166
DeLand, Florida 32721

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on 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 shall be: the remaining members of the Company may continue the business upon the termination of membership of a member in the Company on unanimous agreement and as provided in the Operating Agreement of the Company.


Signature of a member or an authorized representative
of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) (These Amended and Restated Articles of Organization were executed and are being filed in accordance with Section 608.411, Florida Statutes)

Walter M. Acree, III