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TODD WATSON
ATTORNEY AT LAW

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June 10, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/14/99--01131--010
****337.50 ****337.50

Re: The Nacarato Limited Liability Company

Dear Sir:

Enclosed are the original Articles of Organization, Affidavit of Membership and Contributions and Certificate of Designation of Registered Agent/Registered Office for the above referenced limited liability company. Also enclosed is our check in the amount of $337.50 which represents the $285.00 filing fee and the $52.50 fee for a certified copy of the Articles of Organization.

Please file the Articles of Organization, certify and return the copy. Please contact our office if you should have any questions concerning this matter.

Sincerely,

Ginger Cassada

Ginger Cassada
Legal Assistant

Enclosure
/gc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtn
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NACARATO\NACARATO LLC\LETTER TO SEC OF STATE

ARTICLES OF ORGANIZATION

OF

THE NACARATO LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be The Nacarato Limited Liability Company.

ARTICLE 2.0

The period of its duration may not exceed 30 years from the date of filing with the Department of State.

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ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business and mailing address of the Limited Liability Company shall be 2 Via Verona, Palm Coast, Florida, 32137.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may 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 Limited Liability Company.

ARTICLE 7.0

The Limited Liability Company shall be managed by Managers and names and addresses of the initial Mangers are as follows:

Michael J. Nacarato	2 Via Verona Palm Coast, Florida, 32137
Betty J. Nacarato	2 Via Verona Palm Coast, Florida, 32137

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization.

Michael J. Nacarato, Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of June, 1999, by Michael J. Nacarato, who has produced Tennessee Driver's License Number 50819221, as identification.

Signature of Notary Public
Notary's Seal:

JEFFREY TODD WATSON
MY COMMISSION # CC 610928
EXPIRES: April 28, 2001
Bonded Thru Notary Public Underwriters

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of The Nacarato Limited Liability Company certifies:

1. The above named Limited Liability Company has at least one Member.

2. The total amount of cash contributed to the Limited Liability Company is $0.

3. The total amount of cash and property contributed and anticipated to be contributed to the Limited Liability Company is $4,300,000.00.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true to the best of my knowledge and belief.

Executed this 10th day of June, 1999.

Michael J. Nacarato

Michael J. Nacarato, Member

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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 that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is The Nacarato Limited Liability Company.

2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.

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TALLAHASSEE, FLORIDA

Registered Agent

Dated: 6-10-99