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DENNIS D. COLE

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Seminole, Florida 33772

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Admitted: Indiana

MEMORANDUM

TO: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FROM: Dennis D. Cole

DATE: August 11, 1999

RE: 1000 HILLS PROPERTIES - LLC
ARTICLES OF ORGANIZATION AND
ACCEPTANCE OF REGISTERED AGENT

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-08/13/99--01025--006
***285.00 ***285.00

Enclosed are the following:

1. Original Articles of Organization for 1000 Hills Properties, LLC (including Affidavit of Membership and Contributions)
2. Acceptance of Registered Agent (attached to Articles of Organization - page 6)
3. A copy of both the Articles of Organization and Acceptance of Registered Agent
4. Check in the amount of \$285.00 made payable to Florida Department of State
5. Self-addressed, stamped envelope.

Please file the Original Articles of Organization and Acceptance of Registered Agent. Also please stamp the copy of the Articles of Organization and Acceptance of Registered Agent, and return the same to me in the self-addressed, stamped envelope. Thank you.



Dennis D. Cole

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

1000 HILLS PROPERTIES, L.L.C.

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

ARTICLE 1 - NAME

The name of the limited liability company shall be:

1000 Hills Properties, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of company shall be:

1000 Hills Properties, L.L.C.
2265 Ranchette Lane
Palm Harbor, Florida 34683

ARTICLE III - PURPOSE OF COMPANY

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the Florida Limited Liability Company Act, F.S. Chapter 608.

ARTICLE IV - DURATION

The company shall commence its existence on the date these articles of organization are filed with 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.

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: David P. Yates
2265 Ranchette Lane
Palm Harbor, Florida 34683

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the Affidavit of Membership and Contributions.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous written consent of all the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

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 IX - 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.

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ARTICLE X - MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the business and affairs of the company not inconsistent with the law or these articles of organization. The manager does not need to be a member of the company. The name and address of the initial manager of the company is:

David P. Yates
2265 Ranchette Lane
Palm Harbor, Florida 34683

ARTICLE XI - INDEMNIFICATION

A. The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, manager, director, trustee, officer or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

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PALM HARBOR, FLORIDA

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Palm Harbor, Florida on ~~March~~ August ^{DPY} 6th, 1999.

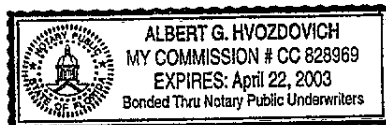
David P. Yates
DAVID P. YATES

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

6th Sworn to and subscribed before me, the undersigned authority, on ~~March~~ August ^{DPY}, 1999, by David P. Yates, who is personally known to me, or who produced Fla. dr. lic. as identification and who did take an oath.

Albert G. Hvozdoch
NOTARY PUBLIC
Printed, typed or stamped name:

My commission expires:



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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 1000 Hills Properties, L.L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$ 1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: \$ 00. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is: \$ 1,000.00. This total includes the amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: ^{August} ~~March~~ 6, 1999

(DPY)

David P. Yates
DAVID P. YATES

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TALLAHASSEE FLORIDA

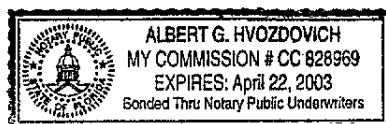
STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

Sworn to and subscribed before me, the undersigned authority, on ~~March~~ ^{(DPY) August} 6, 1999, by David P. Yates, who is personally known to me, or who produced FLa. dr. lic. as identification and who did take an oath.

Albert G. Hvozdomich
NOTARY PUBLIC

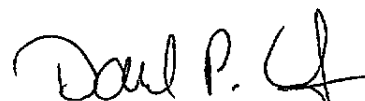
Printed, typed or stamped name:

My commission expires:



ACCEPTANCE OF REGISTERED AGENT


The undersigned, being the person named in the articles of organization of 1000 Hills Properties, L.L.C. 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 accepts the obligations of the position of registered agent.



DAVID P. YATES
Registered Agent

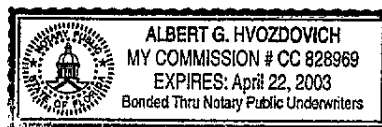
STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

Sworn to and subscribed before me, the undersigned authority, on ~~March~~ ^{DPY} ~~6th~~ ^{August}, 1999, by David P. Yates, who is personally known to me or who produced Fla. dr. Lic. as Identification and who did take an oath.



NOTARY PUBLIC
Printed, typed or stamped name:

My commission expires:



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