

L000000/13/80

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ATTORNEYS AND COUNSELORS AT LAW

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TRIAL PRACTICE-GENERAL

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REPLY TO:

POST OFFICE BOX 8229
LAKELAND, FLORIDA 33802-8229

(863) 688-7575

October 19, 2000

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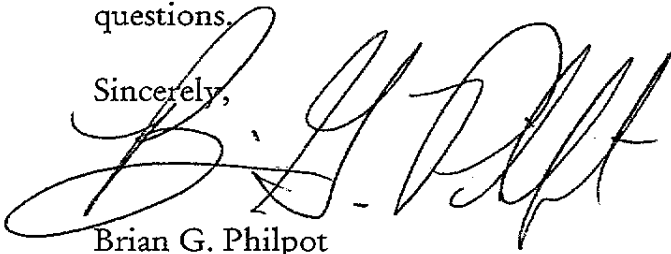
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Whorton Properties, L.L.C.

Dear Sir or Madam:

Please find enclosed the Articles of Organization of the Whorton Properties, LLC, and the Acknowledged Certificate Designating Registered Agent for the company. I have enclosed a check in the amount of \$130 for filing of the Articles of Organization, Designation of Registered Agent, and for return of the certificate of status. Please contact me at the address and phone number on the letterhead, should you have any questions.

Sincerely,



Brian G. Philpot

BGP/cdh
encs

FILED
OCT 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-13/80
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 24, 2000

BRIAN G. PHILPOT
P.O. BOX 8229
LAKELAND, FL 33802-8229

SUBJECT: WHORTON PROPERTIES, L.L.C.
Ref. Number: W00000025580

We have received your document for WHORTON PROPERTIES, L.L.C.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00055448

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NOV 01 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
WHORTON PROPERTIES, L.L.C.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of said limited liability company (hereafter "Company") shall be the WHORTON PROPERTIES, L.L.C.

ARTICLE II - DURATION

The Company shall have a duration of perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 4704 Highway 92 East, Lakeland, Florida, 33801, and its mailing address is the same.

ARTICLE IV - PURPOSES AND POWERS

The purposes for which the Company is formed are:

(A) to purchase, develop, sell, manage, invest in, and otherwise deal in real property within and outside the State of Florida, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under the laws of the State of Florida and the United States.

The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Harold Whorton, 5000 Cliffside Drive, Lakeland, Florida 33813.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - NAMES OF MEMBERS AND CAPITAL CONTRIBUTIONS

The initial members of the Company and their contribution to the capital of the company shall be:

HAROLD WHORTON	\$10.00
5000 Cliffside Drive	
Lakeland, FL 33813	

CECIL WHORTON	\$10.00
549 N. Carroll Road	
Lakeland, FL 33801-9531	

ARTICLE VII - ADDITIONAL MEMBERS

The members may admit to the Company additional Members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members.

Admission of any such Additional Members requires the written consent of the Members then having a fifty-one percent (51%) interest in the Company.

Any Additional Members are allocated gain, loss, income, or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Internal Revenue Code.

ARTICLE VIII - CONTINUATION OF BUSINESS

Any rights of the remaining members to continue the business of the Company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be as set forth in the Regulations.

ARTICLE IX - MANAGEMENT

The Company shall be managed by two managers (the "Managers") and the name of the initial Managers are HAROLD WHORTON and CECIL WHORTON. The signature of a ManagerS of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

ARTICLE X - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 13th day of October, 2000.

By:

HAROLD WHORTON
Member/Manager

Harold J. Whorton

CECIL WHORTON
Member/Manager

Cecil E. Whorton

FILED
NO OCT 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

First --- that WHORTON PROPERTIES, L.L.C. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 4704 Highway 92 East, Lakeland, State of Florida, has named HAROLD WHORTON, located at 5000 Cliffside Drive, Lakeland, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
HAROLD WHORTON
Registered Agent

FILED
00 OCT 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA