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DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

December 29, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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****155.00 ****155.00

RE: KEN'S PLACE, LLC

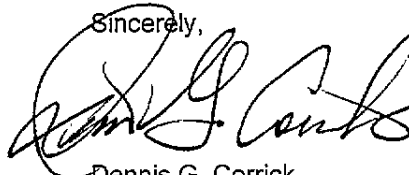
Gentlemen:

Enclosed for filing please find the Articles of Organization for the above-referenced Florida Limited liability company.

Also enclosed is a check in the amount of \$155.00 for the filing fee (\$125.00) and the cost of a certified copy (\$30.00).

If you have any questions or comments, please do not hesitate to give me a call; otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,



Dennis G. Corrick

ms
Enclosures

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00 JAN -4 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400-265

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**ARTICLES OF ORGANIZATION
FOR
KEN'S PLACE, LLC,
A Florida Limited Liability Company**

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

**ARTICLE I
Name**

The name of this Company shall be **KEN'S PLACE, LLC.**

**ARTICLE II
Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III
Mailing and Street Address**

The mailing and street address of the Company is: Grove Park Shopping Center, 1531 U.S. Hwy. 98 South, Lakeland FL 33801.

**ARTICLE IV
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Ken Riggins, 854 E. Orange, Apt. 1, Lakeland, FL 33801.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Management of Company

The Company is to be managed by its Members. Its initial members are as follows:

William H. Cox
P.O. Box 851
Bartow FL 33831

Ken Riggins
834 E. Orange, Apt. #1
Lakeland FL 33801

ARTICLE VII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form presented by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member added.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
Transferability of Member's Interest

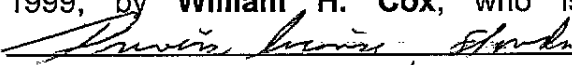
An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 30th day of ~~December~~ November, 1999.




William H. Cox, a Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 30th day of November, 1999, by **William H. Cox**, who is personally known to me or produced  as identification.

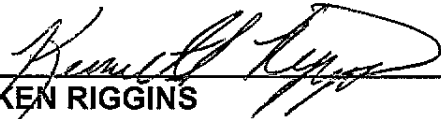
(SEAL) GREGORY O. CORBIN
Notary Public, State of Florida
My Commission Expires Dec. 30, 2000
Commission No. CC592482
Personally Known
Produced ID DL

NOTARY PUBLIC


Print Name of Notary
My Commission Expires:

STATEMENT OF REGISTERED AGENT

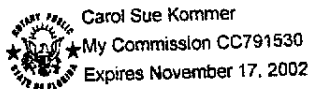
Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as Registered Agent as provided in Chapter 608, Florida Statutes.

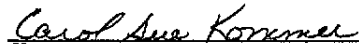

KEN RIGGINS

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28 day of December, 1999, by **KEN RIGGINS**, who is personally known to me or produced 71.02.2 R252-505-65-132-0 as identification.

(SEAL)




NOTARY PUBLIC
Carol Sue Kommer
Print Name of Notary

My Commission Expires:

100 JAN -4 PM 12:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA