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 <u>E</u>	ATTORNEYS' TITLI Requestor's Name
	660 E. Jefferson St. Address
850-222-2785	Tallahassee, FL 32301
Phone #	City/St/Zip

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

RC MCLEOD,	LLC	
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X Walk-in	Pick-up time ASAP XXX	Certified Copy
Mail-out	Will wait Photocopy XXX	Certificate of Status
	AMENDMENTS	1
	AMENDMENTS Amendment]
NEW FILINGS Profit Non-Profit	Amendment	
Profit Non-Profit	Amendment Resignation of R.A., Officer/Director	
Profit Non-Profit	Amendment	2000031033226
Profit Non-Profit XX Limited Liability	Amendment Resignation of R.A., Officer/Director Change of Registered Agent	2000031033226 -01/19/0001070029 ****160.00 ****160.00
Profit Non-Profit XX Limited Liability Domestication Other	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal	2000031033226 -01/19/0001070029 *****160.00 *****160.00
Profit Non-Profit XX Limited Liability Domestication Other	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	2000031033226 -01/19/0001070029 ****160.00 *****160.00
Profit Non-Profit XX Limited Liability Domestication Other OTHER FILINGS	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION	2000031033226 -01/19/0001070029 *****160.00 *****160.00
Profit Non-Profit XX Limited Liability Domestication Other OTHER FILINGS Annual Report	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign	2000031033226 -01/19/0001070029 *****160.00 *****160.00
Non-Profit XX Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign Limited Partnership	2000031033226 -01/19/0001070029 ****160.00 ****160.00



ARTICLES OF ORGANIZATION OF RC McLEOD, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

ARTICLE I NAME

The name of the limited liability company is RC McLEOD, L.L.C. (the "Company").

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is c/o Realvest Partners, Inc., 2200 Lucien Way, Suite 350, Maitland, Florida 32751-7019.

ARTICLE III MANAGEMENT

The Company will be a member-managed company and the Managers need not be Members. The initial Members (the "Members") of the Company will be Realvest Partners, Inc., and Michael V. Shannon.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is J. Lindsay Builder, Jr.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed this 32 day of January, 2000.

REALVEST PARTNERS, INC.

By:

George D. Livingston, Jr., President



F:\USER\VANDA\ART\0033.wpd 5462-3 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, *Florida Statutes*, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: RC McLEOD, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

J. Lindsay Builder, Jr. c/o Graham, Clark, Jones, Builder, Pratt & Marks 369 N. New York Avenue Winter Park, Florida 32789

REALVEST PARTNERS, INC.

By: George D. Livingston, Jr., President

Having been named as registered agent and to accept service of process for RC MCLEOD, L.L.C., 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.

J. Lindsay Builder, Jr.		Date: January (3 , 2000
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