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THE PHILPOT LAW GROUP, P. A.

ATTORNEYS AND COUNSELORS AT LAW

SIDNEY G. PHILPOT
TRIAL PRACTICE-PERSONAL INJURY
& WRONGFUL DEATH
WORKERS' COMPENSATION

TRIAL PRACTICE-GENERAL

BRIAN G. PHILPOT
MATHEW L. BAHL

REPLY TO:

POST OFFICE BOX 8229
LAKELAND, FLORIDA 33802-8229

(863) 688-7575

January 25, 2000

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

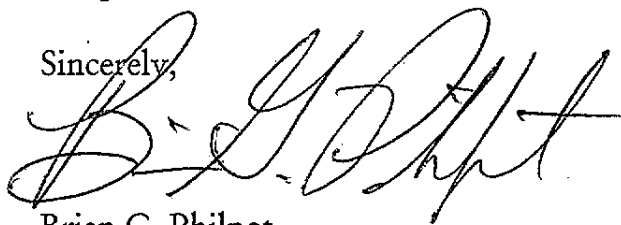
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RE: Philpot Property Group, L.L.C.

Dear Sir or Madam:

Please find enclosed the Articles of Organization of the Philpot Property Group, LLC., and the Acknowledged Certificate Designating Registered Agent for the company. I have enclosed a check in the amount of \$125 for the filing of the Articles of Organization and Designation of Registered Agent. Please contact me at the address and phone number on the letterhead, should you have any questions.

Sincerely,



Brian G. Philpot

BGP/cdh
encs

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PHILPOT PROPERTY GROUP, 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 PHILPOT PROPERTY GROUP, 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 24 South Florida Avenue, Lakeland, Florida, 33801, and its mailing address is Post Office Box 8229, Lakeland, Florida 33802-8229.

ARTICLE IV - PURPOSES AND POWERS

The purposes for which the Company is formed are:

- (A) to purchase, develop, sell, manage, invest in, broker, and otherwise deal in real property, investments, and equities 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 Brian G. Philpot, 124 South Florida Avenue, Lakeland, Florida 33801.

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ARTICLE VI - NAMES OF MEMBERS AND CAPITAL CONTRIBUTIONS

The initial member of the Company and its contribution to the capital of the company shall be:

BRIAN G. PHILPOT	\$10.00
124 South Florida Ave.	
Lakeland, FL 33801	

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 a manager (the "Manager") and the name of the initial Manager is Brian G. Philpot. The signature of a Manager 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

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.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these
articles of organization this 20th day of January, 2000.

By: 

BRIAN G. PHILPOT
Incorporator/ Manager

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TALLAHASSEE, FLORIDA

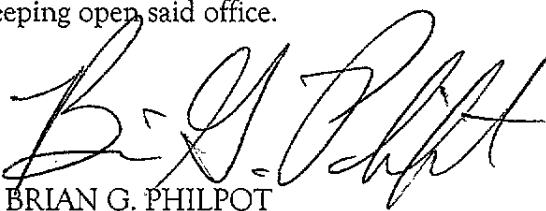
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT WHOM PROCESS MAY BE SERVED.**

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

First ~ that the PHILPOT PROPERTY GROUP, LLC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 124 South Florida Avenue, Lakeland, State of Florida, has named BRIAN G. PHILPOT, located at 124 South Florida Avenue, 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, 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: 
BRIAN G. PHILPOT
Registered Agent

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