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DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

HERBERT F. DARBY, P.A.  
S. AUSTIN PEELE, P.A.  
W. RODERICK BOWDOIN, P.A.  
M. BLAIR PAYNE  
THOMAS J. KENNON, III

February 2, 2000

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5469.03-00-045

Secretary of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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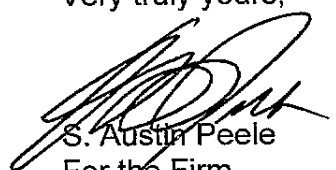
Gentlemen:

L-1530

Enclosed are two executed counterparts of Articles of Organization of Villa Capri, L.L.C. to be filed in your office.

As enclosed is our check in the amount of \$155.00 to cover the filing fee, designation of registered agent and certified copy. Please certify one of the enclosed counterparts and return it to us at your early convenience.

Very truly yours,

  
S. Austin Peele  
For the Firm

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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SAP/pds  
Enclosures  
cc: Mr. Joseph Graziano

ARTICLES OF ORGANIZATION  
OF  
VILLA CAPRI, LLC

The undersigned, being one of the member of the limited liability company being formed under Chapter 608, Florida Statutes, hereby adopts the following articles of organization:

I.

The name of the limited liability company is:

Villa Capri, LLC,

(hereinafter the "Company").

II.

The Company shall have the perpetual existence, unless dissolved by operation of law.

III.

The street address of the principal office of the Company is 408 North Marion Street, Lake City, Florida 32055 and the mailing address is 408 North Marion Street, Lake City, Florida 32055.

IV.

The name and street address of the initial registered agent in the State of Florida for the Company is JOSEPH GRAZIANO, Route 22, Box 2355, Lake City, Florida 32025. By signing these articles of organization, the registered agent voluntarily consents to serve as registered agent of the Company and acknowledges that he is

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TALLAHASSEE FLORIDA

familiar with the obligations and duties of a registered agent as required by law and hereby accepts those duties and responsibilities.

V.

The unanimous consent of all members shall be required to admit additional members, which shall be in accordance with the terms and conditions of the operating agreement of the Company.

VI.

None of the members of the Company are liable for the payment of any debt obligation or other liability of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2 day of Feb, 2000.

Joseph Graziano (SEAL)  
JOSEPH GRAZIANO, as member  
and registered agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 2000, by JOSEPH GRAZIANO, who is personally known to me, or who has produced \_\_\_\_\_, as identification.

(NOTARIAL SEAL)

Patricia D. Sepko  
Notary Public, State of Florida

Patricia D. Sepko  
(Print or Type Name)



Patricia D. Sepko  
MY COMMISSION # CC623544 EXPIRES  
April 20, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires: