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REFERENCE : 593899 7101964

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : February 18, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 593899-005

CUSTOMER NO: 7101964

CUSTOMER: Ms. Denise D. Turner  
DIVINE & ESTES, P.A.  
DIVINE & ESTES, P.A.  
Suite 203  
24 South Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: CENTRAL PROPERTIES, L.C.

300003140943--3

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX           PLAIN STAMPED COPY  
           CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

APPROVED  
AND  
FILED

COFFEE 21 AM 9:11  
SECURE COPY OF THE  
FALL ALABAMA, FLORIDA

RECEIVED

00 FEB 21 AM 8:59

DEPARTMENT OF STATE  
BUREAU OF CONSTITUTIONS  
WASHINGTON, D. C. 20520

2-21-00

**ARTICLES OF ORGANIZATION**  
**FOR**  
**CENTRAL PROPERTIES, L.C.**  
**a Florida Limited Liability Company**

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**ARTICLE I - Name**

The name of the limited liability company is **CENTRAL PROPERTIES, L.C.**

**ARTICLE II - Address**

The initial mailing address and street address of the principal office of the limited liability company is 24 South Orange Avenue, Suite 203, Orlando, Florida 32801.

**ARTICLE III - Duration**

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2050, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

**ARTICLE IV - Management**

The limited liability company is to be managed by managers, and the name and address of such managers who are to serve as the initial managers of the limited liability company are:

Joe Becker  
825 East Central Avenue  
Miamisburg, OH 45342

APPROVED  
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TALLAHASSEE, FLORIDA

## ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than one hundred percent (100%) of the Percentage Interests (as defined in the regulations of the Company) of the then existing members of the limited liability company.

## ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 17 day of February, 2000.



RUSSELL W. DIVINE,  
Authorized Representative of a Member

This document was prepared by  
and should be returned to:

Russell W. Divine, Esquire  
DIVINE & ESTES, P.A.  
24 South Orange Avenue  
Suite 203  
Orlando, Florida 32801

AND  
FILED  
00 FEB 21 PM 9:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR  
CENTRAL PROPERTIES, L.C.  
a Florida limited liability company**

Pursuant to the provision of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

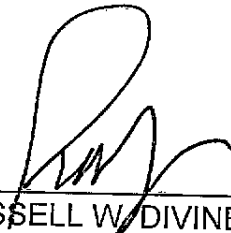
1. The name of the limited liability company is:

**CENTRAL PROPERTIES, L.C.**

2. The name and address of the registered agent and office is:

Russell W. Divine  
24 South Orange Avenue, Suite 203  
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

  
\_\_\_\_\_  
RUSSELL W. DIVINE

Date: 2/17/00

ALSO  
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SECRETARY OF STATE  
TALLAHASSEE, FL 32310