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J. MARVIN GUTHRIE, P.A.

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1230 MYRTLE AVENUE SOUTH, SUITE 101

CLEARWATER, FLORIDA 33756

J. MARVIN GUTHRIE

BOARD CERTIFIED IN TAXATION

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February 11, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

000003146470-4
-02/24/00-01070-001
****160.00 ****160.00

Re: EAFlands, L.L.C.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company.

Also enclosed is this firm's check made payable to your order in the amount of \$173.75 to cover the following:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Copy (5 pgs. @ \$8.75	43.75
Certificate of Status	5.00
	<u>\$173.75</u>

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FEB 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We would appreciate your forwarding the certified copy of the Articles of Organization and the Certificate of Status to this office.

File #	Liability
Document Examiner	DCC
Updater	JMG:scd DCC
Updater	Enclosures
Verifier	cc: Eric Feinstein
Acknowledgment	DCC
W. P. Verifier	DCC

Very truly yours,

J. Marvin Guthrie

E. TAX

FILING

R. S. FEE

① Money

② Name

③

OFFICIAL

RECEIVED

L00000002121

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February 23, 2000

Ms. Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: EAFlands, L.L.C.

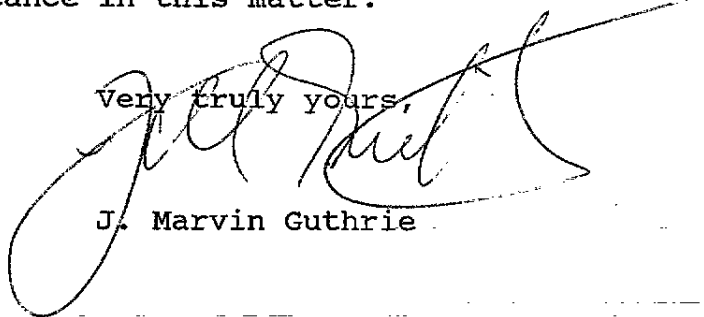
Dear Ms. Cushing:

I am enclosing revised Articles of Organization of EAFlands, L.L.C., together with a copy of your February 17, 2000 letter.

Please provide me with a certified copy of the filed Articles of Organization and a Certificate of Status.

Thank you for your assistance in this matter.

Very truly yours,


J. Marvin Guthrie

JMG:scd
Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

J. MARVIN GUTHRIE, P.A.
1230 MYRTLE AVENUE SOUTH, SUITE 101
CLEARWATER, FL 33756

SUBJECT: EAFLANDS, L.L.C.
Ref. Number: W00000004332

We have received your document for EAFLANDS, L.L.C., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$160.00.

The name must be the same through out the document. In the heading of the articles you have EAFlands, A Limited Liability Company and in Article I you have EAFlands, L.L.C. Also Article X is no longer required. Please delete that article or you can use our new application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 800A00008476

ARTICLES OF ORGANIZATION

OF

EAFlands, L.L.C.

I.

NAME.

The name of this limited liability company shall be
EAFlands, L.L.C.

II.

ADDRESS

The initial principal office and mailing address of the
company shall be 12807 W. Hillsborough Avenue, Tampa, Florida
33615.

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00 FEB 24 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

III.

PURPOSE

This company is organized to engage in any activity of
business permitted under the laws of the United States or of
this State.

IV.

TERM OF EXISTENCE

This company shall begin existence as of the date of
filing and shall exist perpetually.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 12807 W. Hillsborough Avenue, Tampa, Florida 33615, and the name of the initial registered agent of this company at that address is Eric A. Feinstein.

VI.

ADMISSION OF ADDITIONAL MEMBERS

The company may admit new members as provided in the company's operating agreement.

VII.

MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this company shall be as provided in the company's operating agreement.

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33756
(813) 449-1600

VIII.

MANAGEMENT

This company is to be managed by the members and the name and address of the managing member is:

Eric A. Feinstein 12807 W. Hillsborough Avenue
Tampa, Florida 33615

IX.

RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

X.

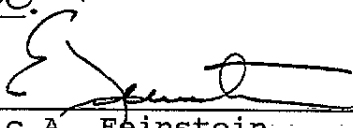
INDEMNIFICATION

The company shall indemnify any manager or member or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has executed these

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33756
(813) 449-1600

Articles of Organization and affirms under the penalties of
perjury that the facts stated herein are true, this 10th day of
February, 2000.


Eric A. Feinstein

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00 FEB 24 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
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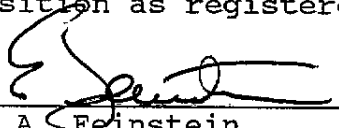
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 EAFlands, L.L.C.
2. The name and the Florida street address of the registered agent are:

Eric A. Feinstein
12807 W. Hillsborough Avenue
Tampa, FL 33615

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.


Eric A. Feinstein

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00 FEB 24 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA