

CHASE, QUINNELL, McIVER, JACKSON & MARKS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

101 East Government Street
Pensacola, FL 32501

Phone: 850-434-3601
Fax: 850-434-3708
e-mail: cqmpa@gulf.net

JAMES L. CHASE

March 3, 2000

L000000002956
Branch Office
Pensacola, FL
850-492-4770

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

600003165636--0
-03/10/00--01103--007
****125.00 ****125.00

RE: A CRA-"Z"-A-Fair, L.L.C.

TO WHOM IT MAY CONCERN:

Enclosed herewith you will find the following documents with regard to the above-referenced limited liability company:

1. Original and one (1) copy of the Articles of Organization of A CRA-"Z"-A-Fair, L.L.C. with attached Certificate of Designation of Registered Agent/Registered Office.
2. My firm check in the amount of \$125.00 representing the filing fee for the Articles of Organization and Designation of Registered Agent.

After filing the Articles of Organization, please return a letter of acknowledgment and the copy of the Articles of Organization with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Sincerely,

J. L. CHASE
JAMES L. CHASE

JLC/tbc
Enclosure
cc: Terry L. Thomas (w/encl.)

FILED
00 MAR 10 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-2956
BR 3/15

**ARTICLES OF ORGANIZATION OF
A CRA-"Z"-A-FAIR, L.L.C.**

ARTICLE I

Name

The name of the Limited Liability Company is A CRA-"Z"-A-FAIR, L.L.C.

ARTICLE II

Address

The mailing and street address of the principal office of the Limited Liability Company is 3115 Marcus Pointe Boulevard, Pensacola, Florida 32505.

ARTICLE III

Duration

The period of duration for the Limited Liability Company is perpetual, beginning on the date these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV

Registered Agent and Office

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

James L. Chase
101 East Government Street
Pensacola, Florida 32501

FILED
00 MAR 10 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have executed these Articles of Organization on this

7th day of MARCH, 2000, at Pensacola, Florida.

Terry L. Thomas
TERRY L. THOMAS

FILED

00 MAR 10 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/

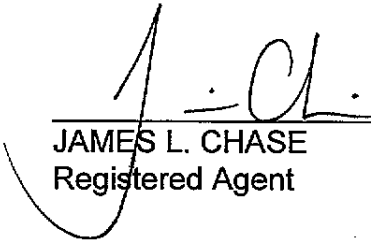
REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Limited Liability Company is A CRA-"Z"-A-FAIR, L.L.C.
2. The name and address of the registered agent and office is: James L. Chase, 101 East Government Street, Pensacola, Florida 32501.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: ~~20th~~ march 3, 2000


JAMES L. CHASE
Registered Agent

00 MAR 10 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED