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LAW OFFICE OF C. RANDOLPH COLEMAN
9250 BAYMEADOWS ROAD, SUITE 230
JACKSONVILLE, FLORIDA 32256
(904) 448-1969
FAX: (904) 448-5244

April 20, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****133.75 ****133.75

Re: HEISER #3, LLC

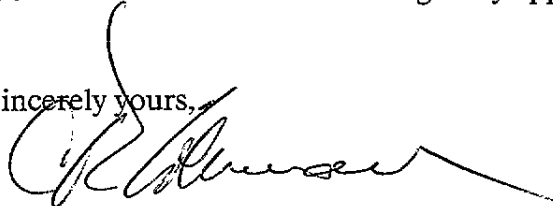
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization and Certificate Naming Agent upon whom Process may be served for a new limited liability company, HEISER #3, LLC, together with our check in the amount of \$133.75 in payment of the appropriate filing fee.

I would appreciate your filing same and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:DRT
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HEISER #3
A LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of organizing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the authority for the conduct of business of such Company.

ARTICLE I - NAME

The name of the limited liability company shall be HEISER #3 (the "Company"). The principal place of business of the Company in Florida shall be in 10 Live Oak Lane, Palm Coast, Flagler County, Florida 32137, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II - PURPOSES AND POWERS

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the State of Florida.

ARTICLE III - CAPITAL CONTRIBUTION AND COMMITMENTS

Initial capital contributions shall be paid to the Company by the Members as follows:

<u>Member</u>	<u>Contribution</u>	<u>Commitment</u>
Gary Heiser	\$1,000	50%
Fran Heiser	\$1,000	50%

Additional contributions will be made as required, as set out in the Regulations of the Company.

ARTICLE IV - LIMITED LIABILITY COMPANY POWERS

All of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under, the direction of its Members. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the Members of the limited liability company.

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ARTICLE V - DURATION

The Company shall exist until April 1, 2020 or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Company; provided, however, if not earlier dissolved by law or the Regulations of the Company upon unanimous written consent of all of the then-existing Members of the Company, the duration of the Company can be extended until April 1, 2040.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the Company shall be located at 10 Live Oak Lane, Palm Coast, Flagler County, Florida 32137.

ARTICLE VII - MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and the Regulations of the Company, as may from time to time be amended. The names and addresses of the initial Members/Management of the Company are:

Gary Heiser
10 Live Oak Lane
Palm Coast, Florida 32137

Fran Heiser
10 Live Oak Lane
Palm Coast, Florida 32137

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ARTICLE VIII - REGISTERED OFFICE

The name and street address of the registered agent of the Company in the State of Florida is: C. Randolph Coleman, Esq., 9250 Baymeadows Road, Suite 230, Jacksonville, FL 322156.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

New Members may be admitted by unanimous written consent of the Members. Contributions required of new Members shall be determined as of the time of admission to the Company.

A Member's interest in the Company may not be sold or otherwise transferred except

with written consent of Members having a commitment interest of one hundred (100%) percent.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, of the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.

The undersigned, being the initial Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of HEISER #3.

Executed by the undersigned, at Jacksonville, Florida, on the 20th day of April, 2000.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

[Signature]
Witness

[Signature] (Seal)
Gary Heiser

[Signature]
Witness

[Signature] (Seal)
Fran Heiser

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared this day GARY HEISER and FRAN HEISER to me well known, or who have produced FLA. DL. as identification and did take an oath, and known to me to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of April, 2000.

[Signature]

Notary Public, State of Florida

Name: _____

My Commission Expires: _____

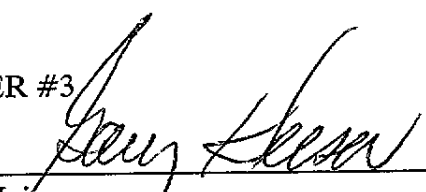


**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to § 48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:

That HEISER #3, a limited liability company duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQ., as its registered agent at such office to accept service of process within this state.

HEISER #3



Gary Heiser



Fran Heiser

Date: April 20th, 2000

ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.



C. Randolph Coleman, Esq.

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TALLAHASSEE, FLORIDA