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May 12, 2000

DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

000003253560--1
-05/15/00--01174--002
*****105.00 *****105.00

W-12959

000003253560--1
-05/31/00--01073--004
*****20.00 *****20.00

RE: FILING OF ARTICLES OF ORGANIZATION - VICTORIA SQUARE, LLC

Dear Clerk:

I am enclosing herewith an original and a copy of Articles of Organization for the above-named Limited Liability Company. In addition, a check in the sum of \$105.00 is enclosed which represents the following fees:

- | | | |
|----|-----------------------|----------|
| 1. | Filing Fee | \$100.00 |
| 2. | Certificate of Status | \$ 5.00 |

Please file the original Articles and return a certified copy to me. If you have any questions, please feel free to contact me.

Very Truly Yours,
JAMES, ZIMMERMAN, PAUL & HUDDLESTON, LLP

Harlan L. Paul

FILED
00 MAY 30 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
6/1

HLP/ps

enclosure

cc: Victoria Square, LLC
James. A. Ryffel
Scott C. Hollmann
Mark A. Hollmann



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 2000

JAMES ZIMMERMAN PAUL & HUDDLESTON
PO BOX 208
DELAND, FL 32721-0208

SUBJECT: VICTORIA SQUARE, LLC
Ref. Number: W00000012959

We have received your document for VICTORIA SQUARE, LLC and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$20.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 400A00028287

FILED
MAY 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF VICTORIA SQUARE, LLC

ARTICLE I (NAME)

The name of the limited liability company is VICTORIA SQUARE, LLC.

ARTICLE II (PURPOSE)

The purpose of Victoria Square, LLC, shall be to conduct any lawful purpose.

ARTICLE III (PRINCIPAL ADDRESS)

The mailing address and street address of the principal office of VICTORIA SQUARE, LLC is 675 Oak Tree Terrace, DeLand, FL 32724-3610.

ARTICLE IV (MANAGER)

VICTORIA SQUARE, LLC, shall initially be managed by its Members.

ARTICLE V (MEMBERS)

The initial members of VICTORIA SQUARE, LLC shall be:

<u>Member</u>		<u>Address</u>
Harlan L. Paul	(50%)	675 Oak Tree Terrace DeLand, FL 32724-3610
Mark A. Hollmann	(16 2/3%)	310 W. Minnesota Avenue DeLand, FL 32720
Scott C. Hollmann	(16 2/3%)	2321 Winton Terrace Fort Worth, TX 76109
James A. Ryffel	(16 2/3%)	3113 S. University Suite 600 Fort Worth, TX 76109

FILED
00 MAY 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI
(Death, Bankruptcy or Dissolution of a Member)

In the event of the Death, Bankruptcy or Dissolution of one of the members of VICTORIA SQUARE, LLC, the business of the company may be continued by the remaining members of the company if agreed to by at least two-thirds (2/3) of such remaining members.

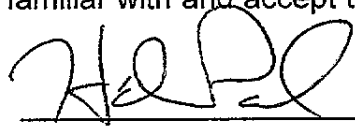
ARTICLE VII
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is VICTORIA SQUARE, LLC
- (2) The name and address of the registered agent and office is:
Harlan L. Paul
675 Oak Tree Terrace
DeLand, FL 32724

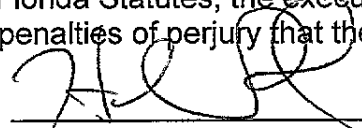
Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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: 05/12/00



Harlan L. Paul

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

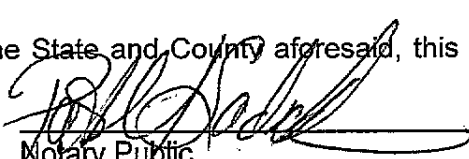


Harlan L. Paul

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 12th day of May, 2000, before me, an officer duly qualified to take acknowledgments, personally appeared HARLAN L. PAUL, who is personally known to me to be the person described in and who executed the foregoing who () did or () did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid, this 12th day of May, 2000.



Notary Public

(SEAL)  Patricia M. Sadaka
MY COMMISSION # CC706252 EXPIRES
January 4, 2002
BONDED THRU TROY FAIR INSURANCE, INC.