

LAW OFFICES

GEORGE R. McLAIN, CHARTERED

SOUTHTRUST BANK PLAZA

1800 SECOND STREET, SUITE 717

SARASOTA, FLORIDA 34236

GEORGE R. McLAIN
BOARD CERTIFIED
CIVIL TRIAL LAW

TELEPHONE: (941) 366-4741
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May 25, 2000

State of Florida
Division of Corporations
Post Office Box 1500
Tallahassee, Florida 32302-1500

Re: Southern Fox, L.L.C.

300003296143--2
-06/20/00--01007--005
****337.50 ****155.00

Dear Sir or Madam:

Enclosed herewith for filing are an original and one copy of the Articles of Organization for the above liability liability company, together with our check amount of \$337.50 to cover the following:

1. Filing Fee: \$250.00
2. Certified Copy of Articles: 52.50
3. Registered Agent Designation: 35.00

\$337.50

Please file the original Articles and forward a certified copy of the Articles to:

George R. McLain
George R. McLain, Chartered
1800 Second Street, Suite 717
Sarasota, Florida 34236

Very truly yours,

George R. McLain

Name	Available
Document	Exhibit
Updater	Updater
Acknowledgment	W. P. Verrier

GRM/tln

Enclosures

FF \$125
CC 30
OP 182.50

ARTICLES OF ORGANIZATION
OF SOUTHERN FOX, L.L.C.

THE UNDERSIGNED, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I. - Name: The name of the limited liability company shall be Southern Fox, L.L.C. ("Company").

ARTICLE II. - Address: The mailing address and street address of the principal office of the Company is 5009 Canterbury Drive, Sarasota, FL 34243.

ARTICLE III. - Duration: The Company shall commence its existence on the date these Articles of Organization are filed by the Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier, as provided in these Articles of Organization, or in the Regulations.

ARTICLE IV. - Registered Office and Agent: The name and street address of the Registered Agent of the Company in the State of Florida are: George R. McLain, Esq., George R. McLain, Chartered, 1800 Second Street, Suite 717, Sarasota, Florida 34236.

ARTICLE V. - Capital Contributions: The members Company shall contribute to the capital of the Company cash or property set forth in Exhibit A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. - Additional Capital Contributions: Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the Regulations.

ARTICLE VII. - Admission of New Members: Except as set forth in the Regulations, no additional members shall be admitted to the Company, except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the Company, as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the members of the Company, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII. - Member's Right to Continue Business: The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by unanimous vote of all of the remaining members.

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TALLAHASSEE, FLORIDA

ARTICLE IX. - Management: The Company shall be managed by the member(s) in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the member(s) of the Company are:

Ann Richelieu, 5009 Canterbury Drive,
Sarasota, Florida 342443

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Sarasota, Florida, on 5/19, 2000.

Ann Richelieu
ANN RICHELIEU

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me this 19th day of MAY, 2000, by ANN RICHELIEU, who is personally known to me or who has produced personally known identification.

Deanna Kaufman
NOTARY PUBLIC
SECRETARY STATE
TALLAHASSEE FLORIDA
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My Commission Expires:



Deanna Kaufman
My Commission CC890979
Expires October 23, 2001

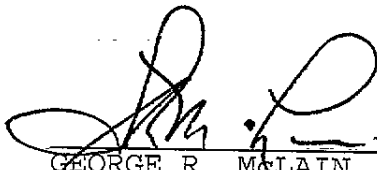
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. Section 608.414 or 608.507, Southern Fox, L.L.C. 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 Southern Fox, L.L.C.

2. The name and street address of the registered agent in Florida is: George R. McLain, Esq., George R. McLain, Chartered, 1800 Second Street, Suite 717, Sarasota, Florida 34236.

The undersigned, being the person named in the Articles of Organization of Southern Fox, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


GEORGE R. McLAIN
Registered Agent

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TALLAHASSEE, FLORIDA

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