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LAW OFFICES OF
LLOYD T. ASBURY
ATTORNEY AT LAW, P.A.
SUITE 100
215 N. CLAY STREET
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 353-2500

LLOYD T. ASBURY

FAX (904) 353-7625

June 15, 2000

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for
Florida Limited Liability Company
Sundew Mitigation Bank, L.L.C.

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-06/19/00--01003--019
****155.00 ****155.00

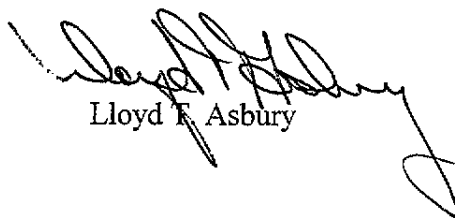
Dear Sir:

Enclosed please find an original and one copy of Articles of Organization for Florida Limited Liability Company along with our check in the amount of \$155.00. Please return a certified copy of the articles to our office.

Please note that this Company will commence effective June 14, 2000.

Should you have any questions, please do not hesitate to call.

Sincerely,


Lloyd T. Asbury

LTA:sw

Enclosures

FILED
JUN 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-7677

Name	Asbury, Lloyd T.
Availability	Asbury, Lloyd T.
Designation	Asbury, Lloyd T.
Expiration	Asbury, Lloyd T.
Update	Asbury, Lloyd T.
Under	Asbury, Lloyd T.
Ver	Asbury, Lloyd T.
Approval	Asbury, Lloyd T.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2000

LLOYD ASBURY
214 N. CLAY STREET, SUITE 100
JACKSONVILLE, FL 32202

SUBJECT: SUNDEW MITIGATION BANK, L.L.C.
Ref. Number: W00000015931

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TALLAHASSEE, FLORIDA

We have received your document for SUNDEW MITIGATION BANK, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 000A00035449

LAW OFFICES OF
LLOYD T. ASBURY
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LLOYD T. ASBURY

FAX (904) 353-7625

June 28, 2000

Tammi Cline
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Sundew Mitigation Bank, L.L.C.
Reference Number W00000015931

Dear Ms. Cline:

Please find enclosed our original Articles of Organization along with the Letter of Approval from the Department of Banking and Finance you requested in your letter dated June 22, 2000. Please date the documents with the date you first received them.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

Mary Ann Corker

Mary Ann Corker
Legal Secretary

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

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 is:

SUNDEW MITIGATION BANK, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is:

550 Greensboro Avenue, Suite 507
Tuscaloosa, Alabama 35401

**ARTICLE III
DURATION**

The Company shall commence its existence effective June 14, 2000. The Company's existence shall continue until December 31, 2010 unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

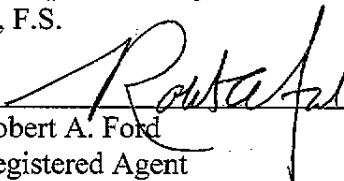
**ARTICLE IV
REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE**

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

Robert A. Ford
c/o Ford, Jeter, Bowles, Duss and Morgan
10110 San Jose Boulevard
Jacksonville, Florida 32257

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.


Robert A. Ford
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

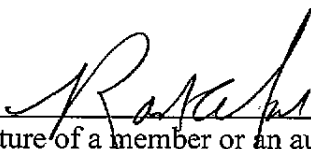
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ARTICLE V MANAGEMENT

The Company shall be a manager-managed company.

ARTICLE VI GRANT OF AUTHORITY TO AUTHORIZED REPRESENTATIVE

The name of one of the members of the Company shall be Cheyenne Environmental, L.L.C. Cheyenne Environmental, L.L.C. hereby authorizes Robert A. Ford to act to form the Company as a limited liability company by executing and filing the Articles of Organization of the Company in accordance with section 608.407(3), Florida Statutes.

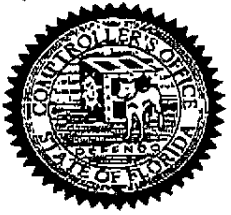

Signature of a member or an authorized
representative of a member

Printed Name: ROBERT A. FORD

(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.)


Signee:

Printed Name: ROBERT A. FORD



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 27, 2000

Lloyd T. Asbury
Attorney at Law, P.A.
Suite 100
214 N. Clay Street
Jacksonville, Florida 32202

Dear Mr. Asbury:

Re: "Sundew Mitigation Bank, L.L.C."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as to conduct business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA