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Please Reply To:
Post Office Box 2337
Dade City, Florida 33526-2337

Leonard H. Johnson*
Jerome G. Schrader**
Jonathan L. Auvil
P. Hutchison Brock, II
Ronda S. Tranter

*Also Admitted in New York and Colorado
*Certified Circuit Court Mediator
**Master of Laws in Taxation; CPA
**Board Certified in Wills, Trusts & Estates

June 27, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Zephyr Golf Associates, L.L.C.

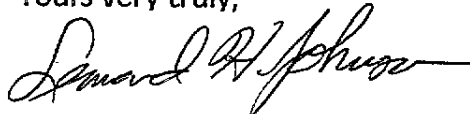
To Whom It May Concern:

Enclosed for filing are original and one copy of the Articles of Organization for Zephyr Golf Associates, L.L.C. Also enclosed is a check in the amount of \$155.00 for the filing fee and to obtain one certified copy of the Articles of Organization.

Please return the certified copy of the Articles of Organization to me at the above address.

Your assistance and cooperation in this regard is very much appreciated.

Yours very truly,



LEONARD H. JOHNSON

LHJ/kw

Enclosures

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****155.00 ****155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 6, 2000

LEONARD H. JOHNSON
SCHRADER JOHNSON AUVIL & BROCK PA
P.O. BOX 2337
DADE CITY, FL 33526-2337

SUBJECT: ZEPHYR GOLF ASSOCIATES, L.L.C.
Ref. Number: W00000017106

We have received your document for ZEPHYR GOLF ASSOCIATES, 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):

The document must contain the entity's complete mailing address.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 700A00037643

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ZEPHYR GOLF ASSOCIATES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company as defined in Section 608.402 of the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and Immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ZEPHYR GOLF ASSOCIATES, L.L.C., and its principal office shall be located at 7650 Courtney Campbell Causeway, Suite 1120, Tampa, Florida 33607, and its mailing address shall be 7650 Courtney Campbell Causeway, Suite 1120, Tampa, Florida 33607, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is located at 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, and the name of its registered agent at that address is LEONARD H. JOHNSON.

ARTICLE III
PURPOSES AND POWERS

The limited liability company may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV
DURATION

The limited liability company's duration shall be perpetual. Corporate existence shall commence upon filing by the Department of State.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by the managers 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 the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of all the managers of the limited liability company are:

<u>NAME</u>	<u>ADDRESS</u>
MAYNARD EVENSON	38944 Otis Allen Road Zephyrhills, Florida 33540
TOM TAGGERT	5527 Cannonade Drive Wesley Chapel, Florida 33544
DONALD COX	13899 Iverson Drive Wesley Chapel, Florida 33543

who shall serve as managers until the first annual meeting of members, or until their successors are elected and qualify.

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by vote of the holders of a majority of the then-outstanding and not returned capital of the limited liability company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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TALLAHASSEE, FLORIDA

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the vote of the members holding a majority of the then-outstanding and not returned capital of the company.

The undersigned, being the authorized representatives of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ZEPHYR GOLF ASSOCIATES, L.L.C.

Executed by the undersigned at Dade City, Florida, on this 27th day of June, 2000.

ZEPHYR GOLF ASSOCIATES, L.L.C.

BY: 

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PASCO

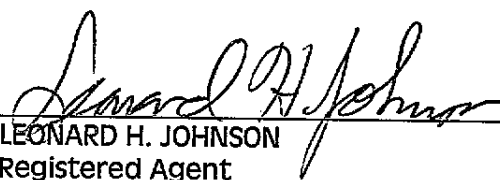
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ZEPHYR GOLF ASSOCIATES, L.L.C.

The name of the registered agent for ZEPHYR GOLF ASSOCIATES, L.L.C., is LEONARD H. JOHNSON, and the street address of company's registered office where the agent is located is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525.

This statement is to acknowledge that, as indicated above, ZEPHYR GOLF ASSOCIATES, L.L.C., has appointed LEONARD H. JOHNSON, as its registered agent to accept service of process for the company at the place designated above in this certificate. He accepts this appointment as registered agent, and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.

DATED: June 27, 2000.


LEONARD H. JOHNSON
Registered Agent

00 JUL 12 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The foregoing instrument was acknowledged before me this 27th day of June, 2000, by LEONARD H. JOHNSON, agent on behalf of ZEPHYR GOLF ASSOCIATES, L.L.C., a limited liability company. LEONARD H. JOHNSON is personally known to me, or produced a Florida drivers license as identification.

(SEAL)



Karen Williams
MY COMMISSION # CC745178 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Karen Williams
NOTARY PUBLIC – STATE OF FLORIDA

KAREN WILLIAMS
Typed/Printed Name of Notary Public

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00 JUL 12 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA