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Swann & Hadley, P.A.

Attorneys and Counselors at Law

Reply to: Winter Park

Pervie P. Swann (1895-1984)

Stuart P. Buchanan
Ralph V. Hadley, III
Richard R. Swann

Of Counsel:
L. Pharr Abner

Winter Park Office:

1031 W. Morse Boulevard
Suite 160
Winter Park, Florida 32789
Telephone (407) 647-2777
Fax (407) 647-2157

Kissimmee Office:

2710 North Orange Blossom Trail
Suite 201
Kissimmee, Florida 34744
Telephone (407) 944-4333
Fax (407) 944-4336

22 September 2000
VIA FEDERAL EXPRESS

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***125.00 ***125.00

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

Re: St. Croix, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the limited liability company, St. Croix, LLC, along with our firm check in the amount of \$125.00 representing your filing fees. Please file same and return your letter of acknowledgment to this firm in the Federal Express envelope provided.

Your cooperation in this matter is appreciated.

Sincerely yours,

Dictated-Not Read
Sent to Avoid Delay

Ralph V. Hadley, III

/jst
Enclosures

APPROVED
AND
FILED
00 SEP 25 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF ORGANIZATION

FOR

ST. CROIX, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I- NAME

The name of this company shall be: ST. CROIX, LLC

ARTICLE II – ADDRESS

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

24 Old Post Road
Longwood, FL 32779

ARTICLE III – DURATION

The period of duration for the Limited Liability Company shall be: **Perpetual** unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV – MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the initial managing member are:

Douglas M. Cook
24 Old Post Road
Longwood, Florida 32779

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ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

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ARTICLE VI-MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be: The remaining members of the Company may continue the business upon the termination of membership of a member in the Company on unanimous agreement and as provided in the Operating Agreement of the Company.



Signature of a member or an authorized
Representative of a member

Douglas M. Cook

Typed or Printed name of Signee

Filing Fee: \$100.00 for Articles of Organization

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AND
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00 SEP 25 PM 2:50
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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

ST. CROIX, LLC

2. The name and the Florida street address of the registered agent are:

**Ralph V. Hadley, III
1031 West Morse Boulevard
Suite 160
Winter Park, FL 32789**

Having been named as registered agent and to accept service of process for the above state 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.


SIGNATURE

Filing Fee: \$25 for Designation of Registered Agent

00 SEP 25 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED