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November 3, 2000

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VIA FEDERAL EXPRESS
Tracking No. 806588812762

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: M & S INVESTMENTS, L.L.C.

To Whom It May Concern:

Enclosed herewith please find duplicate originals of the Articles of Organization for M & S INVESTMENTS, L.L.C. together with the Certificate of Designation for Resident Agent for said organization.

Also enclosed please find this firm's check in the amount of \$160.00, representing payment for the following:

1. \$100.00 filing fee--Articles of Organization;
2. \$ 25.00 filing fee--Registered Agent Designation;
3. \$ 30.00 cost of certified copy; and
4. \$ 5.00 Certificate of Status

We request that you forward a certified copy of the Articles and Certificate of Organization to the undersigned, once same is properly recorded. Thanking you in advance, I am

Very truly yours,
OZARK & PERRON, P.A.


Andre R. Perron

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TALLAHASSEE, FLORIDA

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ARP:ks
enclosure(s)

ARTICLES OF ORGANIZATION

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

Article 1. Name. The name of the Limited Liability Company is **M & S INVESTMENTS, L.L.C.**

Article 2. Principal Office or Mailing Address. The principal office and mailing address of the Limited Liability Company is:

1437 Tallevast Road
Sarasota, Florida 34243

Article 3. Duration. The Limited Liability Company shall terminate on November 1, 2050.

Article 4. Purpose. The general purposes for which the Limited Liability Company is organized are the following:

- A. To engage in and transact any lawful business for which Limited Liability Company may be incorporated under the Florida Limited Liability Act. No other purpose limits this general purpose in any way.
- B. All general purposes including the management, operation, development, sale and leasing of real estate.
- C. To do such other things as are incidental to the purposes of the Limited Liability Company or necessary or desirable in order to accomplish them.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Agent of the Limited Liability Company is:

Andre R. Perron, Esquire
OZARK & PERRON, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

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TALLAHASSEE, FLORIDA

Article 6. Organizer. The name and address of the Organizer is:

Samuel M. Coniglio, III
1437 Tallevast Road
Sarasota, Florida 34243

Article 7. Membership. The Members may admit additional Members in accordance with its Operating Agreement.

Article 8. Death of Member. The remaining Members of the Limited Liability Company shall have the right 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.

Article 9. Management. The Management of the Limited Liability Company is reserved to one or more Managers.

Article 10.

By signature below, the Organizer swears, confirms and declares that the Limited Liability Company has at least two (2) Members.

Article 11. Amendment. The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the Members is subject to this reservation.

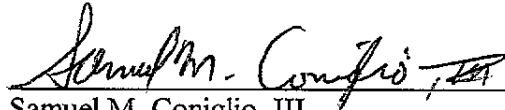
Article 12. Indemnification. The Limited Liability Company shall indemnify each Member, including former Members, to the full extent permitted by law.

Article 13. Commencement of Limited Liability Company Existence. In accordance with Section 608.409, Florida Statutes, the date when the Limited Liability Company's existence shall commence is the date of execution by the Organizer of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when the Limited Liability Company's existence shall commence is the date of filing

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TALLAHASSEE, FLORIDA

by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Organizer has signed these Articles of
Organization on this 2 day of November, 2000.


Samuel M. Coniglio, III

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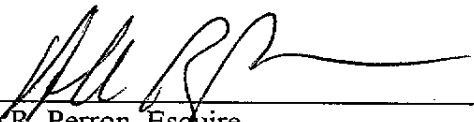
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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Limited Liability Company, which is contained in the foregoing Articles of Organization, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 608.415, Florida Statutes.

Dated this 2 day of November, 2000.



Andre R. Perron, Esquire

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