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ACCOUNT NO. : 072100000032

REFERENCE : 928308 5011958

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 125.00

ORDER DATE : December 12, 2000

ORDER TIME : 11:57 AM

ORDER NO. : 928308-005

CUSTOMER NO: 5011958

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CUSTOMER: Ms. Jan Hutchinson
Greenspoon Marder Hirschfeld
Rafkin Ross & Berger, P.a.
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

DOMESTIC FILING

NAME: 46/46A, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

JP
12/12/00

DIVISION OF CORPORATION

00 DEC 12 PM 12:58

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 12 PM 2:14

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is 46/46A, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue perpetually until dissolved.

ARTICLE III -Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1275 Lake Heathrow Lane, Heathrow, Florida 32746.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is N. Dwayne Gray, Jr., Esquire, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a Manager or Managers elected by the members and any such Managers are not required to be a Member and the name and address of the initial Manager is:

HEATHROW LAND COMPANY LIMITED PARTNERSHIP,
a Florida limited partnership
1275 Lake Heathrow Lane
Heathrow, Florida 32746

ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Right to Continue Business:

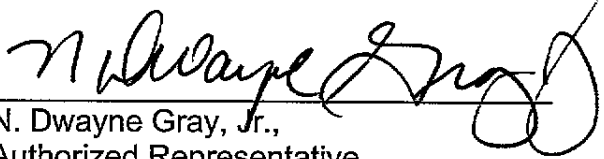
The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

00 DEC 12 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Whereof, the undersigned has executed these Articles of Organization the 11th
day of December, 2000.

HEATHROW LAND COMPANY
LIMITED PARTNERSHIP,
a Florida limited partnership,



N. Dwayne Gray, Jr.,
Authorized Representative

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00 DEC 12 PM 2: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

46/46A, L.L.C.

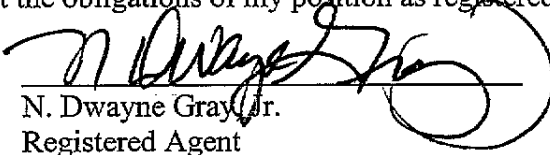
2. The name and address of the registered agent and office is:

N. Dwayne Gray, Jr., Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 West Central Boulevard, Suite 1100
Orlando, Florida 32801

By:


N. Dwayne Gray, Jr., Authorized Representative

Having been named as registered agent 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.


N. Dwayne Gray, Jr.
Registered Agent

December 11, 2000

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA