

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036

Phone : (407) 843-4600

Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 22, 2000, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

LIMITED LIABILITY COMPANY

PHELPS, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
PHELPS, LLC**

ARTICLE I - NAME

The name of this limited liability company is PHELPS, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

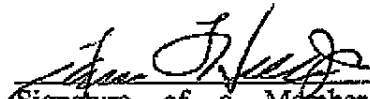
The mailing address and street address of the principal office of the Company is 3300 University Boulevard, Winter Park, Florida 32792.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of the Company at that address is James F. Heekin, Jr..

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a member - managed company.



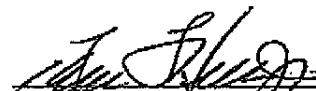
Signature of a Member or an Authorized
Representative of a Member

James F. Heekin, Jr.

Typed or Printed Name of Signer

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.



James F. Heekin, Jr.

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