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February 8, 2001

J. HUBERT FARMER (1896-1976)
JAMES H. FARMER, JR. (1930-1999)

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

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***125.00 ***125.00

Re: Sunbelt - FCF, L.L.C.

Dear Sir/Madame:

Enclosed please find the original and two copies of the Articles of Organization for filing with your office along with the executed Certificate of Designation of Registered Agent. I have also enclosed a check in the sum of \$125.00 for the filing fees.

I would appreciate if you would return to me the Articles once they have been filed in the self-addressed stamped envelope that I have provided for your convenience.

Should you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,

Myra S. Shipes

Myra S. Shipes
Paralegal

mss\

Enclosures: As stated

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ARTICLES OF ORGANIZATION
OF
SUNBELT - FCF, L.L.C.

Pursuant to the provision of Chapter 608, Florida Statutes (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the Limited Liability Company is **SUNBELT - FCF, L.L.C.** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is **P. O. Box 5566, Dothan, Alabama 36302 and 2733 Ross Clark Circle, Dothan, Alabama 36301** respectively.

ARTICLE III

Duration

The duration of the company shall be perpetual, unless it is dissolved and its affairs wound up pursuant to the Regulations of the Company.

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ARTICLE IV

Management

The Company is to be managed by one or more managers, and name and mailing address of the initial manager, who shall serve until his successor is elected and begins services, is **Larry G. Blumberg, P. O. Box 5566, Dothan, Alabama 36302.**

ARTICLE V

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Regulations of the Company.

ARTICLE VI

Members Rights to Continue Business

The remaining members of the Company 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VII

Purpose

The nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage and pledge certain parcels of real property, together with all improvements located thereon, in the City of Clearwater, State of Florida (the "**Property**") and otherwise deal with the Property.

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2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Certain Prohibited Activities

The limited liability company shall only incur indebtedness in an amount necessary to acquire, operate and manage the Property. For so long as any mortgage lien in favor of Union Capital, LLC, or its successors or assigns (the "**First Mortgage**") exists on any portion of the Property, the limited liability company shall not incur, assume, or guaranty any other indebtedness. The limited liability company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entity or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the limited liability company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or similar federal or state statute without the unanimous consent of all of the members of the limited liability company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

Indemnification

Any indemnification of the limited liability company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

Separateness Covenants

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the limited liability company shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain records and books and accounts separate from those of any members or affiliate.
3. It shall observe all limited liability company formalities.

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4. It shall not commingle assets with those of any member or affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any member or affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employment, not funds of any member or affiliate.
8. It shall maintain an arm's length relationship with any member or affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationary, invoices and checks separate from any member or affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
12. It shall hold itself out as an entity separate from any member or affiliate.

For purpose of this Article VII, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the limited liability company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the limited liability company, or any affiliate thereof and (ii) any person who receives compensation for administrative, legal or accounting services from this limited liability company, or any affiliate. For purposes of this definition "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

Dissolution

To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the limited liability company shall not liquidate the Property without first

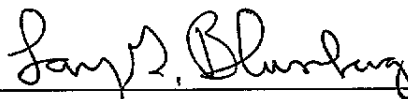
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obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

Voting

When acting on matters subject to the vote of the members, notwithstanding that the limited liability company is not then solvent, the members and the outside member shall take into account the interest of the limited liability company's creditors, as well as those of the members.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Larry G. Blumberg
Member

PREPARED BY:
Edward M. Price, Jr., Esquire
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.
Post Office Drawer 2228
Dothan, AL 36302
334/793-2424
FLORIDA BAR NUMBER: 207551

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION 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:

Sunbelt - FCF, L.L.C.

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

CT CORPORATION SYSTEM

NAME

1200 S. Pine Island Road

Florida street address (P.O. Box NOT Acceptable)

Plantation, Florida 33324

City, State and Zip

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.

Dale W. Morris **DALE W. MORRIS**
Signature **ASSISTANT VICE PRESIDENT**

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