

UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
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FAX (904) 825-4862

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL

FRANK D. UPCHURCH
(1894-1986)

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

L010000004234
March 13, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: WhySpire, L.L.C.
Our File No. 8-01-154

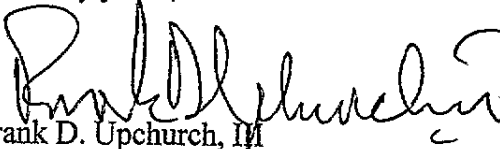
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****160.00 ****160.00

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Organization of the above-named limited liability company, along with a check payable to the Secretary of State in the amount of \$160 (\$100 filing fee, \$25 registered agent fee, \$30 certified copy fee and \$5 certificate of status fee). Please file the articles and furnish me with a certified copy of the document and a certificate of status.

Thank you for your assistance.

Sincerely yours,


Frank D. Upchurch, III

FDUIII:jrs
Enclosures

FILED
01 MAR 15 AM 10:30
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

WHYSPIRE?, L.L.C.

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is WhySpire?, L.L.C.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address

The mailing and street address of the Company's principal office is 79 Shores Boulevard, St. Augustine, Florida 32086.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent is Scott D. Porter. The street address of the registered agent is 79 Shores Boulevard, St. Augustine, Florida 32086.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

ARTICLE VI

Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as provided in the Operating Agreement.

ARTICLE VII

Managers

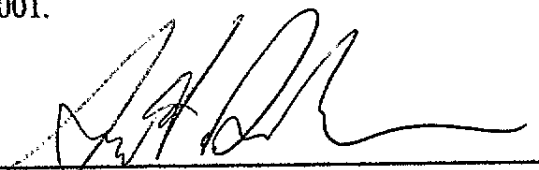
The Company shall be a manager managed company. The initial manager shall be:

Scott D. Porter

79 Shores Boulevard
St. Augustine, Florida 32086

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CLERK OF DISTRICT COURT
ST. AUGUSTINE, FLORIDA

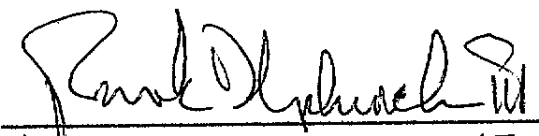
IN WITNESS WHEREOF, for the purpose of forming this limited liability company
in accordance with the Florida Limited Liability Company Act, the undersigned has executed these
Articles of Organization on this 13 day of March, 2001.



Scott D. Porter

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 13 day of March,
2001, by Scott D. Porter, who (-) is personally known to me or (X) has produced Florida driver's
license number PG36-784-B-2250 as identification.



Notary Public

(Name of Notary printed, typed or stamped)

My commission number: _____

My commission expires: _____




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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED March 13, 2001, 2001.



Scott D. Porter

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01 MAR 15 AM 10:30
TALLAHASSEE, FLORIDA