CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Signature Requested by: Name Walk-In	3-29-01 Date Will Pick Un	(1-v _c) Time	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search Pictitious Owner Search Driving Record UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval
wark-iii	Will Pick Up		Courier

ARTICLES OF ORGANIZATION

OF

MID-STATE PROPERTIES OF CENTRAL FLORIDA, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

<u>ARTICLE I - NAME</u>

The name of the limited liability company (the "Company") shall be Mid-State Properties of Central Florida, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 3125 Reynolds Road, Lakeland, Florida 33801, and its mailing address is Post Office Box 1606, Eaton Park, Florida 33840.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jonn D. Hoppe, 100 East Main Street, Lakeland, Florida 33801.

<u>ARTICLE VI - MANAGEMENT</u>

The Company shall be managed by a manager (the "Manager") and the name of the initial Manager is Michael E. Reed. The signature of a Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

ARTICLE VII - OPERATING AGREEMENT

The members of the Company shall hereafter adopt an Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 28th day of March, 2001.

JONN D HOPPE

STATE OF FLORIDA COUNTY OF POLK

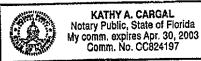
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JONN D. HOPPE, who [] is personally known to me or who [] has produced ______ as identification.

WITNESS my hand and official seal this $\frac{28}{}$ day of March, 2001.

(NOTARIAL SEAL)

Notary Public

State of Florida at Large My Commission Expires:



ACCEPTANCE

Having been named to accept service of process for Mid-State Properties of Central Florida, L.L.C. at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 28 day of March, 2001.

JONN D. HOPPE

Registered Agent

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