

LO1000005214

RIVER VIEW MANAGEMENT COMPANY
1125 N. SUMMIT STREET
CRESCENT CITY, FL 32112
(904) 698-1331

March 30, 2001

MJH

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314 - 6327

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-04/03/01--01037--003
***155.00 ***155.00

Re: Articles of Organization
M.C.F Holdings, LLC

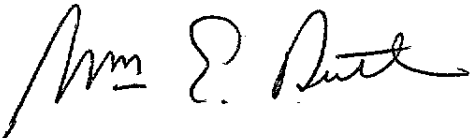
Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Organization of M.C.F Holdings, L.L.C., a Florida limited liability company.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Secretary of State in the amount of \$155.00 in payment of the filing fee and for a certified copy.

Please certify the enclosed copy of the Articles of Organization and return it to William E. Butler, 1125 N. Summit Street, Crescent City, Florida, 32112, by regular mail. Thank you for your assistance.

Sincerely,



William E. Butler

enclosures

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01 APR -2 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
M.C.F. HOLDINGS, L.L.C.

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

Article I: Name

The name of the limited liability company shall be M.C.F Holdings, L.L.C. (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be at 1125 North Summit Street, Crescent City, Florida 32112.

Article II: Duration

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization or the Regulations adopted by the members.

Article III: Purposes and Powers

The general purpose for which this 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. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

Article IV: Registered Office and Agent

The name and street address of the registered agent in the State of Florida is William E. Butler, 1125 North Summit Street, Crescent City, Florida 32112.

Article V: Capital Contributions

The members of the Company shall contribute to the capital of the Company in cash or property.

Article VI: Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

Article VII: Admission and Withdrawal of Members

No additional members shall be admitted to the Company except with the written consent of more than eighty percent (80%) in interest of the members of the Company. No member shall transfer such member's interest in the Company without the written consent of more than eighty percent (80%) in interest of the members, in accordance with the requirements of the Regulations. The term "more than eighty percent (80%) in interest" of the members, for the purpose of these Articles of Organization shall mean those members whose aggregate percentage interests in the Company exceed eighty percent (80%), as further defined in the Regulations. The events which shall cause voluntary or involuntary withdrawal of a member shall be only as specified in the Regulations.

Article VII: Termination of Existence

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided that there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of more than eighty percent (80%) in interest of the members.

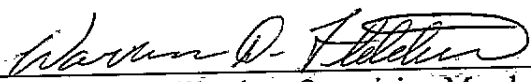
Article IX: Managers

The Company shall be managed by managers who shall be elected annually, and at such other times as set forth in the Regulations. The managers shall be elected in the manner set forth in the Regulations. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the Regulations. The name and address of the organizing member and initial manager, who shall serve until the first meeting of the members are as follows: Warren D. Fletcher; 1125 North Summit Street; Crescent City, Florida 32112

Article X: Articles and Regulations

Regulations shall be adopted by a vote of more than eighty percent (80%) in interest of the members. The Regulations and these Articles of Organization may be amended from time to time by a vote of more than eighty percent (80%) in interest of the members.

IN WITNESS WHEREOF, the undersigned organizing member has made and subscribed these Articles of Organization at Putnam County, Florida for the foregoing uses and purposes this 29th day of March, 2001.


By: Warren D. Fletcher, Organizing Member

STATE OF FLORIDA

COUNTY OF PUTNAM

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Warren D. Fletcher, who is personally known to me or who produced a driver's license as identification, who took an oath and as the person who executed the foregoing Articles of Organization of M.C.F Holdings, L.L.C., as the organizing member, and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal this 30 day of March, 2001.



Norma J. Frazer
Signature of Notary
State of Florida at Large
My Commission Expires:

Norma J. Frazer
Printed name of Notary
1125 N. Summit
Crescent City, FL 32112

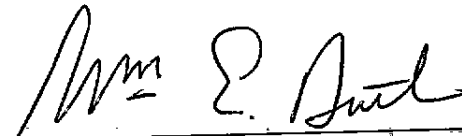
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608, Florida Statutes, the following is submitted in compliance with said Act.

That M.C.F Holdings, L.L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 1125 North Summit Street, Crescent City, Putnam County, Florida 32112, has named William E. Butler, located at 1125 North Summit Street, Crescent City, Florida 32112, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act and with any and all statutes relative to keeping open said office, and to the complete and proper performance of the duties of registered agent.



William E. Butler
Registered Agent