

L01 00000 5264

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000003877280--2
-03/19/01--01096--004
*****87.50 *****87.50

SUBJECT: VANTAGE PROPERTIES, LLC.

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

_____ \$70.00
Filing Fee

_____ \$78.75
Filing Fee &
Certificate of
Status

_____ \$78.75
Filing Fee
& Certified Copy
(Additional copy
required)

000003877280--2
-04/04/01--01005--010
X \$87.50 *****37.50 *****37.50
Filing Fee,
Certified Copy,
& Certificate
(additional copy
required)

FROM: Brian G. Philpot
Post Office Box 8229
Lakeland, FL 33802-8229
(863-) 688-7575

NOTE: Please provide the original and one copy of the articles.

L01-5264
OK
JL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2001

BRIAN PHILPOT
PO BOX 8229
LAKELAND, FL 33802-8229

SUBJECT: VANTAGE PROPERTIES, LLC
Ref. Number: W01000006401

We have received your document for VANTAGE PROPERTIES, LLC and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 901A00017092

FILED
01 APR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
VANTAGE PROPERTIES, LLC.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of said limited liability company (hereafter "Company") shall be the VANTAGE PROPERTIES, LLC.

ARTICLE II - DURATION

The Company shall have a duration of perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 124 South Florida Avenue, Lakeland, Florida, 33801, and its mailing address is Post Office Box 8229, Lakeland, Florida 33802-8229.

ARTICLE IV - PURPOSES AND POWERS

The purposes for which the Company is formed are:

- (A) to purchase, develop, sell, manage, invest in, and otherwise deal in real property, within and outside the State of Florida, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under the laws of the State of Florida and the United States.

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 Brian G. Philpot, 124 South Florida Avenue, Lakeland, Florida 33801.

FILED
01 APR -4 PM 5:00
SECRETARY OF STATE
FLORIDA

ARTICLE VI - NAMES OF MEMBERS AND CAPITAL CONTRIBUTIONS

The initial member of the Company and its contribution to the capital of the company shall be:

BRIAN G. PHILPOT	\$10.00
124 South Florida Ave.	
Lakeland, FL 33801	

ARTICLE VII - ADDITIONAL MEMBERS

The members may admit to the Company additional Members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members.

Admission of any such Additional Members requires the written consent of the Members then having a two-thirds (2/3) interest in the Company.

Any Additional Members are allocated gain, loss, income, or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Internal Revenue Code.

ARTICLE VIII - CONTINUATION OF BUSINESS

Any rights of the remaining members to continue the business of the Company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be as set forth in the Regulations.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager (the "Manager") and the name of the initial Manager is Brian G. Philpot. 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 X - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

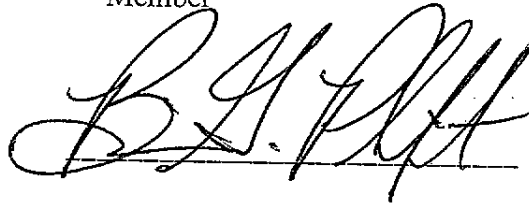
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these

articles of organization this 16th day of March, 2001.

By:

BRIAN G. PHILPOT

Member

A handwritten signature in black ink, appearing to read "B.G. Philpot", written over a horizontal line.

FILED

01 APR -1, PM 5:00

SECRETARY OF STATE
1000 PENNSYLVANIA AVE
HARRISBURG, PA 17103