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BARRY L. MILLER
Attorney at Law
33 N. Summerlin Ave.(407) 423-1700
Orlando, Florida32801 FAX 422-5938

June 14, 2001

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: Maplecroft Development

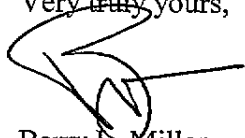
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Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above Limited Liability Company. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,



Barry L. Miller
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name Availability	
Document Examiner	10
Updater	000
Updater Verifier	10
Acknowledgement	DCC
W. P. Verifier	DCC

Barry L. Miller

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6 pages

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Law Offices
of
Barry L. Miller
33 N. Summerlin Ave.
Orlando, FL 32801
407-423-1700 FAX: 425-3753
barry@theclosingagent.com

June 25, 2001

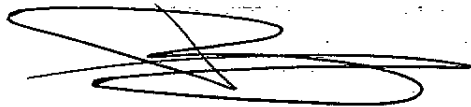
Division of Corporations
Attn: Diane Cushing
409 E. Gaines Street
Tallahassee, FL 32399

Re: Maplecroft Development

Dear Ms. Cushing:

Pursuant to conversation, enclosed please find the revised Articles for Maplecroft Development. Should you have any other questions, please don't hesitate to contact my office.

Very truly yours,

A handwritten signature in black ink, appearing to be "Barry L. Miller", written over a horizontal line.

Barry L. Miller
Attorney at Law

BLM:ms



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 2001

BARRY L. MILLER
33 N SUMMERLIN AVE
ORLANDO, FL 32801

SUBJECT: MAPLECROFT DEVELOPMENT, L.L.C.
Ref. Number: W01000014657

We have received your document for MAPLECROFT DEVELOPMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name in the heading and the name in section 1 of your application must be the same. Also in section 3 you need to delete the word "registered" and put "principal". Registered refers to the address of the registered agent.

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) 487-6051.

Diane Cushing
Corporate Specialist

Letter Number: 501A00038267

ARTICLES OF ORGANIZATION
Maplecroft Development, L.L.C.
A LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.** The name of the limited liability company is Maplecroft Development, L.L.C..

2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. **Address of Principle Office.** The address (mailing and street address) of the principal office of the limited liability company is 33 North Summerlin Avenue, Orlando, Florida 32801.

4. **Term.** Term of this LLC shall be perpetual.

5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.

6. **Period of Duration.** The period of duration shall be perpetual.

7. **Management.** Management of the Limited Liability Company at the time of formation shall be by manger(s) whose name(s) and address(es) are as follows:


Initial Members:

Barry L. Miller
33 N. Summerlin Ave.
Orlando, FL 32801

Mark Kinchla
1131 Delaney Ave.
Orlando, FL 32806

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue 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 limited liability company as further set forth in the Operating Agreement of the limited liability company



Barry L. Miller
Member

(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 and correct.)

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TALLAHASSEE, FLORIDA

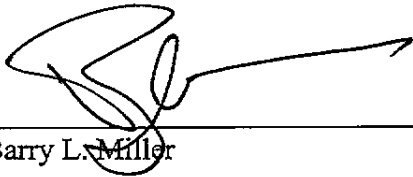
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions 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. **Name.** The name of the limited liability company is Maplecroft Development, L.L.C.
2. **Registered Office.** The address of the registered office of the limited liability company is 33 North Summerlin Avenue, Orlando, Florida 32801.
3. **Registered Agent.** Barry L. Miller, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Maplecroft Development, L.L.C.

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.



Barry L. Miller

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TALLAHASSEE, FLORIDA

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