



LO100001574

ACCOUNT NO. : 072100000032

REFERENCE : 209981 7277565

AUTHORIZATION :

Patricia Ryzto

COST LIMIT : \$ 125.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : July 3, 2001

ORDER TIME : 9:53 AM

ORDER NO : 209981-001

CUSTOMER NO: 7277565

CUSTOMER: Mr. Dean A. Kershaw
Mr. Dean A. Kershaw

100004477831--9

1924 Westover Reserve Blvd
Windermere, FL 34786-6221

DOMESTIC FILING

NAME: WESTOVER PARTNERS LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:

CL
File

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

WESTOVER PARTNERS LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1924 WESTOVER RESERVE BOULEVARD, WINDERMERE, FLORIDA 34786

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

| |
|---|
| Corporation Service Company |
| Name |
| 1201 Hays Street |
| Florida street address (P.O. Box NOT acceptable) |
| Tallahassee FL 32301 |
| City, State, and Zip |

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 as provided for in Chapter 608, F.S.

Corporation Service Company

By: Laura R. Dunlap
Registered Agent's Signature

Laura R. Dunlap
as its agent

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Laura R. Dunlap
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

LAURA R. DUNLAP
Typed or printed name of signee
Laura R. Dunlap
as its agent

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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WESTOVER PARTNERS LLC

MEMBERS LIST

DEAN A. KERSHAW
1924 WESTOVER RESERVE BOULEVARD
WINDERMERE, FLORIDA 34786

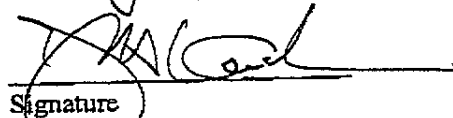
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LIMITED POWER OF ATTORNEY

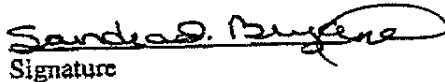
The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of WESTOVER PARTNERS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 5 day of July, 2001


Signature

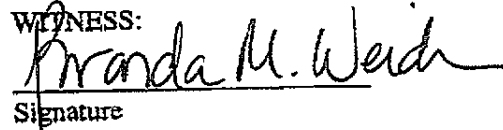
DEAN A. KERSHAW
Print Name of Signer

WITNESS:


Signature

SANDRA BRYAN
Print Name of Witness

WITNESS:


Signature

BRANDA M. WEIDNER
Print Name of Witness

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