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7/17

July 12, 2001

MJH

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800004480678--6  
-07/17/01--01052--002  
\*\*\*155.00 \*\*\*155.00

Re: S.G.W. Land Development, L.L.C.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$155.00, Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$100.00 - Filing fee

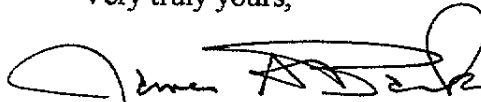
\$25.00 - Designating Registered Agent

\$30.00 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/vam

Enclosures

FILED  
01 JUL 17 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
S.G.W. LAND DEVELOPMENT, L. L. C.

FILED  
01 JUL 17 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be S.G.W. LAND DEVELOPMENT, L. L. C., and its principal office and mailing address shall be located at 585 S. County Road 427, Suite 133, Longwood, Florida 32750, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any

of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent

with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV. MANAGEMENT

This limited liability company shall be a manager-managed company and shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified is as follows: JOSEPH D. SUTHERLAND, 1540 Heights Lane, Longwood, 32750.

#### ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the four (4) members as follows:

|                          |     |
|--------------------------|-----|
| JOSEPH D. SUTHERLAND     | 25% |
| MILDRED MARIE SUTHERLAND | 25% |
| WILLIAM C. GOVERNALE     | 25% |
| ANTHONY WILSON           | 25% |

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportions as their initial capital contributions.

#### ARTICLE VII. PROFITS AND LOSSES

(A) The members shall be entitled to the net profits arising from the operation of the limited

liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits as follows:

|                          |     |
|--------------------------|-----|
| JOSEPH D. SUTHERLAND     | 25% |
| MILDRED MARIE SUTHERLAND | 25% |
| WILLIAM C. GOVERNALE     | 25% |
| ANTHONY WILSON           | 25% |

The distributive share of the profits shall be determined and paid to the members each year.

(B) All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

|                          |     |
|--------------------------|-----|
| JOSEPH D. SUTHERLAND     | 25% |
| MILDRED MARIE SUTHERLAND | 25% |
| WILLIAM C. GOVERNALE     | 25% |
| ANTHONY WILSON           | 25% |

#### ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

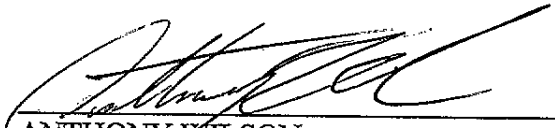
#### ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

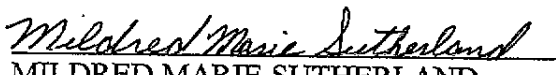
The address of the initial registered office of the limited liability company is 585 S. County Road 427, Suite 133, Longwood, Florida 32750, and the name of the company's initial registered agent at that address is JOSEPH D. SUTHERLAND.

The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of S.G.W. LAND DEVELOPMENT, L. L. C.

Executed by the undersigned at Sanford, Florida on July 12, 2001.

  
JOSEPH D. SUTHERLAND,  
Managing Member

  
ANTHONY WILSON  
Member

  
MILDRED MARIE SUTHERLAND  
Member

  
WILLIAM C. GOVERNALE  
Member

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF SEMINOLE

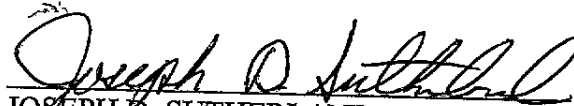
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is S.G.W. LAND DEVELOPMENT, L. L. C.

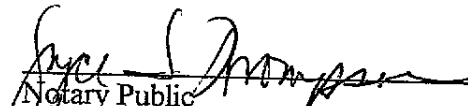
The name of the registered agent for S.G.W. LAND DEVELOPMENT, L. L. C. is JOSEPH D. SUTHERLAND and the street address of the company's principal office where the agent is located is 585 S. County Road 427, Suite 133, Longwood, Florida 32750.

This statement is to acknowledge that, as indicated above, S.G.W. LAND DEVELOPMENT, L. L. C. has appointed me, JOSEPH D. SUTHERLAND, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: 7-12-, 2001.

  
JOSEPH D. SUTHERLAND

The foregoing instrument was acknowledged before me this 12th day of July, 2001 by JOSEPH D. SUTHERLAND, agent on behalf of S.G.W. LAND DEVELOPMENT, L. L. C., a limited liability company. He ( ) is personally known to me OR ( ☒ ) has produced Florida Drivers License for identification.

  
Notary Public

