

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L0100001853

Town Square II, LLC

700004485777--2
-07/19/01--01028--016
****155.00 ****155.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 19 AM 10:05
TO ACHIEVE
SUFFICIENCY OF FILING
TALLAHASSEE, FLORIDA
JUL 19 AM 11:48

APPROVED
AND
FILED

Signature _____

Requested by: SJR

Name _____

Date 7/19/01

Time 10:04

Walk-In _____

Will Pick Up _____

Articles of Organization of TOWN SQUARE II, LLC

**ARTICLES OF ORGANIZATION
OF
TOWN SQUARE II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be TOWN SQUARE II, LLC. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 120 Allamanda Drive, Lakeland, FL 33803

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Donald K. Stephens, 120 Allamanda Drive, Lakeland, FL 33803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement adopted by the Members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only with the unanimous consent of all the members, as provided in the regulations.

APPROVED
AND
FILED
01 JUL 19 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization of TOWN SQUARE II, LLC

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers ("Managers") in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial Co-Managers of the Company are

NAME	ADDRESS
Donald K. Stephens	120 Allamanda Drive, Lakeland, FL 33803
Brian Swain	1154 Havendale Blvd., Winter Haven, FL 33881
Ralph L. Fletcher	4250 S. Florida Ave., Ste. 1, Lakeland, FL 33813

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this 17th day of July, 2001.


DONALD K. STEPHENS, Organizer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

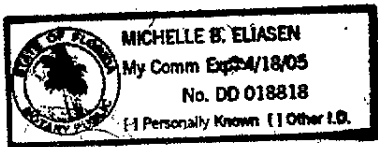
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Articles of Organization of TOWN SQUARE II, LLC

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 17TH day of July, 2001, by DONALD K. STEPHENS.



Michelle B. Eliassen

Notary Public -- State of Florida

Print, Type, or Stamp

Commissioned Name of Notary Public

Personally Known X

OR Produced Identification _____

Type of Identification Produced _____

(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

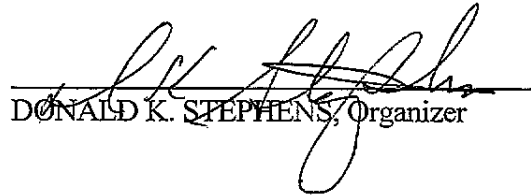
Articles of Organization of TOWN SQUARE II, LLC

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

Under the provisions of F.S. 608.415 the TOWN SQUARE II, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company is TOWN SQUARE II, LLC .
2. The name and address of the registered agent in Florida is:

Donald K. Stephens, 120 Allamanda Drive, Lakeland, FL 33803


DONALD K. STEPHENS, Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of TOWN SQUARE II, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


DONALD K. STEPHENS, Registered Agent

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