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LAW OFFICES
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MATLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
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July 16, 2001

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

000004487350--3
-07/20/01--01052--003
****155.00 ****155.00

Re: Underhill Properties, L.L.C.

Dear Ladies:

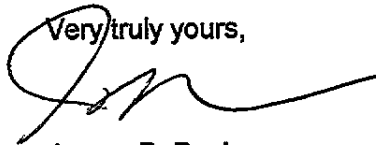
L01-11936

Enclosed herewith please find original and one copy of Articles of Organization for Underhill Properties, L.L.C. for filing along with our firm's check in the amount of \$155.00.

Please file the enclosed and return a certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention in this matter.

Very truly yours,



James P. Panico

JPP/sar
Enc.

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01 JUL 20 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3p

ARTICLES OF ORGANIZATION**OF****UNDERHILL PROPERTIES, L.L.C.****A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be UNDERHILL PROPERTIES, L.L.C.
2. The mailing address is 2706 Rew Circle, Ocoee, FL 34761 and the street address is the same.
3. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: John L. McLane, Jr., 2706 Rew Circle, Ocoee, FL 34761.
4. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company.

5. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

6. Management of Company.

This limited liability company is to be a "Manager Managed Company"

7. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

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ALLAHADIE

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.

IN WITNESS WHEREOF, the undersigned Member(s) have hereunto set their hands and seals this 12 day of July, 2001.



Eileen M Adams

My Commission CC902815

Expires January 17, 2004

Eileen M Adams

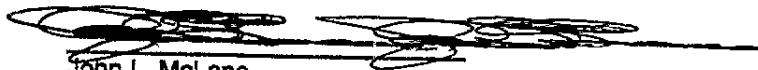
MEMBER:

W.J. Enterprises, a Florida General Partnership

By: 

John L. McLane, its Managing Partner

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



John L. McLane

Date: July 12, 2001

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