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PALATKA, FLORIDA 32177
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July 17, 2001

REC-11

00789-02870-002671

W01-16808

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***155.00 ***155.00

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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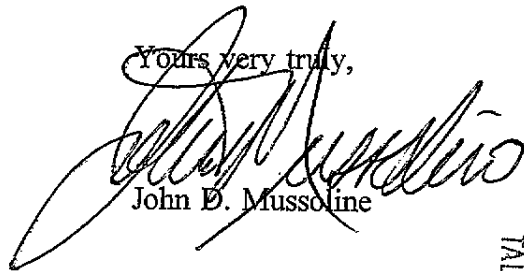
Re: Medallion Homes of Northeast Florida, L.L.C.

Dear Sir or Madam:

Enclosed please find original and copy of Articles for filing in reference to the above limited liability company along with a check in the amount of \$155.00.

Your prompt attention to this matter will be greatly appreciated. I remain

Yours very truly,



John D. Mussoline

JDM/pg
Enclosures

01 AUG - 1 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 2001

JOHN D. MUSSOLINE
415A ST. JOHNS AVENUE
PALATKA, FL 32177

SUBJECT: MEDALLION HOMES OF NORTHEAST FLORIDA, L.L.C.
Ref. Number: W01000016808

We have received your document for MEDALLION HOMES OF NORTHEAST FLORIDA, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 001A00042617

**ARTICLES OF ORGANIZATION OF MEDALLION HOMES OF NORTHEAST FLORIDA
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is MEDALLION HOMES OF NORTHEAST FLORIDA, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is 18 St. Augustine Boulevard, #9, St. Augustine, Florida 32080.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Charles E. Smith	-	18 St. Augustine Boulevard, #9, St. Augustine, FL 32080
J. Alton Lister	-	513 Moultrie Wells Road, St. Augustine, FL 32086
James H. Coleman	-	5007 Buttonwood Drive, Ponte Vedra Beach, FL 32082

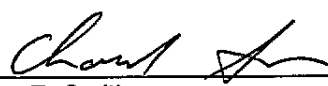
ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous vote of the members.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the 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 shall be ongoing and continuous.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of July, 2001.


Charles E. Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

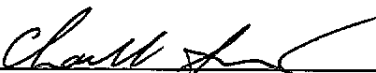
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**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. The name of the Limited Liability Company is Medallion Homes of Northeast Florida, L.L.C.
2. The name and the Florida street address of the registered agent and registered office are:

Charles E. Smith
18 St. Augustine Boulevard, #9
St. Augustine, Florida 32080

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.



Charles E. Smith