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7100 SOUTH U. S. HIGHWAY 17-92

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August 13, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

23

MJH

Re: Incorporation of Interstate Properties, L.L.C.

Ladies/Gentlemen:

Enclosed for filing please find Articles of Organization of Interstate Properties, L.L.C. and Acceptance of Registered Agent, together with our firm check in the amount of \$125.00 for your fee and an envelope for your convenience in forwarding the recorded Articles.

Thank you for your attention to this request.

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****125.00 ****125.00

Sincerely,


William H. Morrison

WHM/lk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
INTERSTATE PROPERTIES, L.L.C.**

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 **INTERSTATE PROPERTIES, L.L.C.** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 2101 West SR 434, Suite 105, Longwood, Florida 32779.

ARTICLE III - DURATION

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 address of the registered agent of the company in the State of Florida is William H. Morrison, Esquire, 7100 South U.S. Highway 17-92, Fern Park, Seminole County, Florida 32730.

ARTICLE V - ADMISSION OF NEW MEMBERS

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 VI - 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.

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TALLAHASSEE, FLORIDA

ARTICLE VII - MANAGEMENT

The company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs of the company. These Regulations 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 name and address of the initial manager of the company is **WILLIAM A. ABRUZZINO** whose address is 1050 Edmiston Place, Longwood, Florida 32779.

ARTICLE VIII - EFFECTIVE DATE

In accordance with *Section 608.409, Florida Statutes*, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fern Park, Florida, on this ____ day of August, 2001.

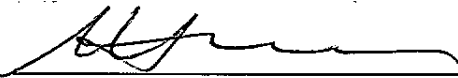

WILLIAM A. ABRUZZINO, Organizer/Member

STATE OF FLORIDA
COUNTY OF SEMINOLE


WILLIAM A. ABRUZZINO, Applicant

Sworn to and subscribed before me this 21 day of August, 2001, by WILLIAM A. ABRUZZINO.

 William H. Morrison
My Commission CC970757
Expires November 26, 2004

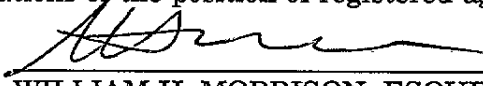

Notary Public - State of Florida
Print/Type/Stamp Name _____

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of INTERSTATE PROPERTIES, L.L.C., 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.



WILLIAM H. MORRISON, ESQUIRE