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ATTORNEYS AT LAW

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September 21, 2001

Department of State
Corporate Records Bureau
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Southwest Properties, LLC

4000004609024--3
-09/24/01--01118--018
***\$155.00 ***\$155.00

To whom it may concern,

Enclosed please find two originals of the proposed Articles of Organization for the above referenced limited liability company.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$155.00 is enclosed to cover Articles of Organization filing fee (\$100.00), Registered Agent designation (\$25.00) and certified copy fee (\$30.00).

Thank you for your prompt attention and assistance in this matter. Should you have any question, please advise.

Very truly yours,

Kathy L. Morgan
Legal Assistant
klm
Encl.

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TALLAHASSEE, FLORIDA

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

**ARTICLE I
PREAMBLE; FORMATION**

The undersigned hereby forms, 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; and furthermore, declares the following Articles shall serve as the charter and authority for the conduct of the business of the limited liability company.

**ARTICLE II
NAME; PRINCIPAL PLACE OF BUSINESS;
AND INITIAL REGISTERED AGENT**

2.1 Name. The name of this limited liability company shall be Southwest Properties, L.L.C.

2.2 Principal Place of Business. The principal place of business and mailing address of the limited liability company shall be 11000 Placida Road, Unit 1004, Placida, Florida 33946, and it shall have the power and authority to establish offices at such other locations or places it may designate.

2.3 Initial Registered Agent. The initial registered agent of this limited liability company shall be Theodore Parker whose address is 2033 Main Street, Suite 100, Sarasota, Florida 34237.

**ARTICLE III
DURATION**

This limited liability company shall commence on the date of the filing of these Articles of Organization by the Department of State, and continue perpetually or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the membership.

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ARTICLE IV
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 this limited liability company is authorized to transact, shall be as follows:

4.1 To engage in any activity or business authorized under the Florida Statutes.

4.2 In general, to carry on 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.

4.3 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.

4.4 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

4.5 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 such 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 therewith 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.

4.6 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 this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or otherwise perform.

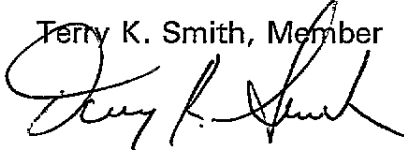
ARTICLE V
MANAGEMENT OF BUSINESS

Management of this limited liability company is reserved to its membership.

The undersigned, being an original member of the limited liability company, hereby certifies the foregoing constitutes the Articles of Organization of Southwest Properties, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date below set forth; and furthermore, affirms under penalties of perjury, that the facts stated therein are true.

Dated: 9/20/, 2001

Terry K. Smith, Member


**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

STATE OF FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

STATE OF FLORIDA
COUNTY OF SARASOTA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) 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 Southwest Properties, L.L.C.

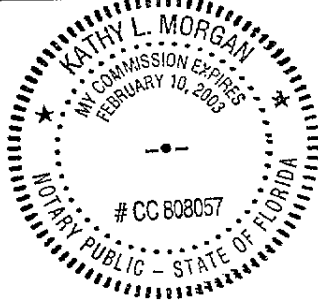
The name of the registered agent for Southwest Properties, L.L.C. is Theodore Parker and the street address where he is located is 2033 Main Street, Suite 100, Sarasota, Florida 34237.

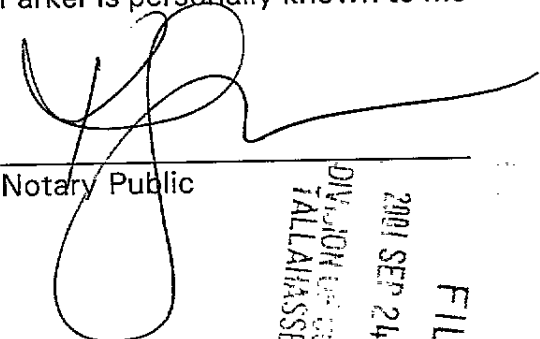
This statement is to acknowledge that, as indicated above Southwest Properties, L.L.C. has appointed me, Theodore Parker, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to 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: September 21, 2001


THEODORE PARKER

The foregoing instrument was acknowledged before me this 21st day of September, 2001, by Theodore Parker, agent on behalf of Southwest Properties, L.L.C., a Florida limited liability company. Theodore Parker is personally known to me or has produced _____ as identification.




Notary Public

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