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LAW OFFICES
DARRYL J. TOMPKINS P.
P. O. BOX 519
14706 MAIN STREET
ALACHUA, FLORIDA 32616

DARRYL J. TOMPKINS
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (386) 418-1000
FACSIMILE (386) 418-1079
EMAIL: DJTompkins@aol.com

October 19, 2001

Corporate Records Bureau
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

400004648884--3
-10/22/01--01084--007
*****125.00 *****125.00

RE: Santa Fe Forest, LLC

400004648884--3
-10/22/01--01084--008
*****8.75 *****8.75

Ladies/Gentlemen:

W01-24557 / E01-19111

We enclose herewith the original and one copy of the Articles of Organization for the above-referenced corporation.

Also enclosed is two of our firm's checks one in the amount of \$125.00 and \$8.75 representing the following charges:

| | | | |
|-----------|----------------------|---------|----------------------------|
| \$ 100.00 | Filing Fee | \$ 8.75 | Certified Copy of Articles |
| 25.00 | Registered Agent Fee | | |
| \$ 125.00 | | | |

Please return the certified copy of the Articles in the enclosed self addressed stamped envelope to the undersigned. Thank you.

Very truly yours,

Darryl J. Tompkins
DJT/bf
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 23, 2001

DARRYL J. TOMPKINS, P.A.
PO BOX 519
14706 MAIN STREET
ALACHUA, FL 32616

SUBJECT: SANTA FE FOREST, LLC
Ref. Number: W01000024557

We have received your document for SANTA FE FOREST, LLC and your check(s) totaling \$133.75. 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 601A00058402

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DIVISION OF CORPORATIONS
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LAW OFFICES
DARRYL J. TOMPKINS, P.A.
P. O. BOX 519
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DARRYL J. TOMPKINS
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (386) 418-1000
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EMAIL: DJTompkins@aol.com

November 5, 2001

Corporate Records Bureau
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Lee Rivers

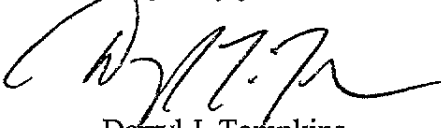
RE: Santa Fe Forest, LLC
Ref. Number: W01000024557

Dear Mr. Rivers:

I am enclosing herein a revised original and one copy of the Articles of Organization for the Santa Fe Forest, LLC together with your letter dated October 23, 2001. A check was previously sent to your office for our filing on October 19, 2001, a copy of the letter is enclosed.

Please return the certified copy of the Articles in the enclosed self addressed stamped envelope to the undersigned. Thank you.

Very truly yours,



Darryl J. Tompkins
DJT/bf
Enclosure

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ARTICLES OF ORGANIZATION

SANTA FE FOREST, L.L.C.

A LIMITED LIABILITY COMPANY

1. **Name.** The name of the limited liability company is Santa Fe Forest, L.L.C.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the registered office of the limited liability company is 14706 Main Street, Alachua, Florida 32615. The mailing address is P.O. Box 519, Alachua, Florida 32616.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least three members at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
Darryl J. Tompkins
P.O. Box 519
Alachua, Florida 32616

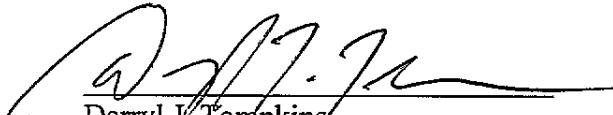
8. **Additional Members.** The names and addresses of additional members(s) are as follows:

70, Inc
c/o Darryl J. Tompkins, PA
P.O. Box 519
Alachua, Florida 32616

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

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10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Operating Agreement of the limited liability company.



Darryl J. Tompkins
Member

(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 and correct.)

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

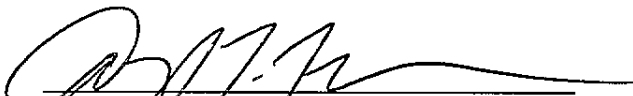
Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Santa Fe Forest, L.L.C.

2. Registered Office. The address of the registered office of the limited liability company is 14706 Main Street, Alachua, Florida 32616 .

3. Registered Agent. Darryl J. Tompkins, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Santa Fe Forest, L.L.C.

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.


Darryl J. Tompkins

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