



L010000020815

ACCOUNT NO. : 0721000000032

REFERENCE : 556213 4732152

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 155.00

ORDER DATE : December 4, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 556213-005

CUSTOMER NO: 4732152

CUSTOMER: Ms. Tristan Hoffman
Gartner Brock & Simon

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

RECEIVED
01 DEC -4 AM 11:54
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STOKES EQUITY-BACKED LOAN
INVESTMENT I, LLC

EFFECTIVE DATE: *Nov. 28, 2001*

4000004704434--8

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

01 DEC -4 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

[Signature]

**ARTICLES OF ORGANIZATION
OF
STOKES EQUITY-BACKED LOAN INVESTMENT I, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be STOKES EQUITY-BACKED LOAN INVESTMENT I, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 3652 South 3rd Street, Suite 200, Jacksonville Beach, Florida 32250.

**ARTICLE III
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence on November 28, 2001, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Operating Agreement, (ii) by the unanimous written agreement of all Members, or (iii) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

01 DEC -4 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is as follows:

Allen C. Ewing Mortgage and Realty, Inc.
3652 South 3rd Street
Suite 200
Jacksonville Beach, Florida 32250

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The Company designates 3652 South 3rd Street, Suite 200, Jacksonville Beach, Florida 32250, as the street address of the initial registered office of the Company and names Allen C. Ewing Mortgage and Realty, Inc., as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 28 day of November, 2001.

Allen C. Ewing Mortgage and Realty,
Inc., a Florida corporation

By: [Signature]
Print Name: Robert A. Dunlop
Title: Vice President

APPROVED
AND
FILED

DEC - 4 PM 1:14
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

**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 in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: Stokes Equity-Backed Loan Investment I, LLC.
2. The name and address of the registered agent and office is:

Allen C. Ewing Mortgage and Realty, Inc.
3625 South 3rd Street
Suite 200
Jacksonville Beach, Florida 32250

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.

Allen C. Ewing Mortgage and Realty, Inc., a Florida corporation

By: [Signature]
Print Name: Robert M. Dunkley
Title: Vice President
Date: November 28, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC -4 PM 1:47

APPROVED
AND
FILED