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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

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-12/19/01--01026--002
****125.00 ****125.00

Re: C & W Properties, L.L.C.

To Whom It May Concern:

Please find enclosed an original and one (1) copy of the Articles of Organization for Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office.

Additionally, enclosed is a check for \$125.00 which is for:
\$100.00 filing fee for articles of organization and affidavit, and
\$ 25.00 designation of registered agent.

FROM: C & W Properties, L.L.C.
4525 Appleton Avenue
Jacksonville, Florida 32210
(904) 384-8916

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

Article I

The name of the Limited Liability Company is: C & W Properties, L.L.C.

Article II

The mailing address and street address of the principal office of the Limited Liability Company is:

C & W Properties, L.L.C.
4525 Appleton Avenue
Jacksonville, Florida 32210

Article III

The name and address of the registered agent and office is:

Robert B. George
225 Water Street, Suite 1500
Jacksonville, Florida 32202

Article IV

The period of duration for the Limited Liability Company is: Perpetual.

Article V

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

Alan Cottrill
5045 Ortega Farms Blvd.
Jacksonville, Florida 32210

David Weisman
1712 Secluded Woods Way
Orange Park, Florida 32003

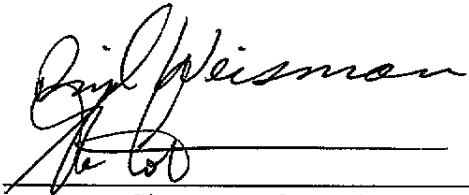
Article VI

The right of the members to admit additional members and the terms and conditions of the admissions shall be: An additional member may be admitted to the Limited Liability Company if each existing member consents in writing. The rights and obligations of any additional members will be the same as the original members listed above, unless otherwise set forth in the Regulations of C & W Properties, L.L.C.

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Article VII

The right 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: The remaining member(s) of C & W Properties, L.L.C. may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member if a majority of the other or existing members decides to do so.



Signature of Member

12/7/01

12/7/01

Date

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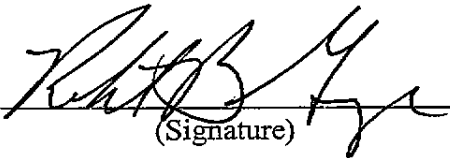
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the limited liability company is: C & W Properties, L.L.C.
2. The name and address of the registered agent and office is:

Robert B. George
225 Water Street, Suite 1500
Jacksonville, Florida 32202

Having been named as registered agent and designated 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.


(Signature)

12/5/01
(Date)

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