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December 26, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/27/01--01037--008
****180.00 ****180.00

Re: Articles of Organization of Snook Properties, LLC

Gentlemen:

Enclosed please find the following documents for filing with your office:

1. Certificate of Conversion of Unincorporated Business with and into Snook Properties, LLC Under Florida Statutes 608.439; and
2. Articles of Incorporation of Snook Properties, LLC.

Also enclosed please find this firm's check in the sum of \$180.00 to cover the cost of the \$100.00 filing fee for the Articles, \$25.00 Registered Agent Fee, Certificate of Conversion filing fee of \$25.00 and \$30.00 for a certified copy of the Certificate of Conversion.

The effective date of the Company's existence is the date of filing. Thank you for your assistance.

Very truly yours,

John R. Capra

JRC/ew

Enclosures

cc: Virgil F. Thornton

F:\DATA\EW\WILLS.MDM\Thornton\SEC ST.WPD

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
WITH AND INTO SNOOK PROPERTIES, LLC
UNDER FLORIDA STATUTES 608.439**

It is hereby certified that:

1. Virgil F. Thornton (the "Owner"), first established his unincorporated business in 1952, and has held investment property since 1954 in the form of a sole proprietorship (the "Sole Proprietorship").
2. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was that of the individual, Virgil F. Thornton.
3. Notwithstanding the fact that the real property situate in Indian River County, Florida, more specifically described in Exhibit "A" attached hereto and made a part hereof (the "Real Property") was held of record in the name of V. F. Thornton, the Real Property was held as part of the Sole Proprietorship, and treated in all respects as property of the Sole Proprietorship.
4. The name of the limited liability company into which the Sole Proprietorship is converting, as set forth in the Articles of Organization filed of even date herewith, is Snook Properties, LLC; and
5. The effective date of this conversion to Snook Properties, LLC shall be the filing date of this Certificate.
6. Upon the following of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in Snook Properties, LLC, a Florida limited liability company.

Dated: This 26th day of December, 2001.


Virgil F. Thornton

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DIVISION OF CORPORATIONS

EXHIBIT "A"

The SW 1/4 of the Sw 1/4 of the South 534.5 feet of the NW 1/4 of the SW 1/4, less the North 250 feet of the West 200 feet, all in Section 6, Township 31 South, Range 39 East, Indian River County, Florida.

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DIANE J. JOHNSON
CLERK OF COURTS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR SNOOK PROPERTIES, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

ARTICLE I - NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is Snook Properties, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Company is 4250 9th Street, S.W., Vero Beach, Florida 32960.

ARTICLE III - PERIOD OF DURATION

The Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

Subject to the terms of the Operating Agreement for the Company, the Company shall be a manager managed company and the following is hereby appointed as the initial manager until such time as replaced as provided in the Operating Agreement:

Virgil F. Thornton
4250 9th Street, S.W.
Vero Beach, Florida 32960

ARTICLE V - PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Company organized and existing by virtue of such laws.

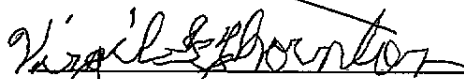
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TALLAHASSEE, FLORIDA

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent in Florida for the Company is Virgil F. Thornton, 4250 9th Street, S.W., Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned duly authorized member of the Company has made and subscribed these Articles of Organization this 26th day of December, 2001.

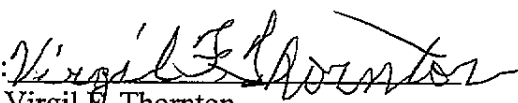
SNOOK PROPERTIES, LLC, a Florida
limited liability company


Virgil F. Thornton, Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: 
Virgil F. Thornton

Date: December 26, 2001