

L02000002985



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 2002

VOSE LAW FIRM  
2705 W FAIRBANKS AVE  
WINTER PARK, FL 32789

SUBJECT: FIRST WINTER PARK, LLC  
Ref. Number: W02000002167

We have received your document for FIRST WINTER PARK, LLC and check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$72.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 702A00004449

EFFECTIVE DATE  
1-16-02

## ARTICLES OF ORGANIZATION

OF

FIRST WINTER PARK, LLC  
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

### ARTICLE ONE - NAME

The name of the limited liability company shall be FIRST WINTER PARK, LLC, (the "Company").

### ARTICLE TWO - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on January 16, 2002, and shall continue until terminated in accordance with the Operating Agreement of the Company.

### ARTICLE THREE - MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 2705 W. Fairbanks Avenue, Winter Park, Florida 32789.

### ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be located at 2705 W. Fairbanks Avenue, Winter Park, Florida 32789 and the initial registered agent of the Company at that address shall be Barbara Swims. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

This document was prepared by:  
Gretchen R. H. Vose, Esq.  
Florida Bar No. 169913  
2705 W. Fairbanks Ave.  
Orlando, Florida 32789  
Telephone (407) 645-3735

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE FIVE - PURPOSES AND GENERAL POWERS

The purpose for which the Company is organized is to engage in any lawful business as permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

## ARTICLE SIX - MANAGEMENT

The Company shall be a member-managed company. The Company shall be managed in accordance with the Operating Agreement of the Company.

## ARTICLE SEVEN - AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

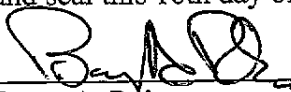
## ARTICLE EIGHT - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

## ARTICLE NINE - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 16th day of January, 2002.

  
Barry A. Reiter

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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

FIRST WINTER PARK, L.L.C. (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated Barbara Swims as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2705 W. Fairbanks Avenue, Winter Park, Florida 32789.

ACCEPTANCE

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 as provided for in Chapter 608, F.S.

Dated this 17 day of January, 2002.

Barbara A. Swims  
Barbara Swims, Registered Agent

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