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Law Office of Daniel T. White, Esquire

**1304 N.W. 98th Terrace
Gainesville, Florida 32606**

tele: 352/331-5840

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February 18, 2002

Via Federal Express

Registration Section, Division of Corporations
State of Florida
409 E. Gaines St.
Tallahassee, FL 32399
tele: (850)487-6051

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-02/20/02--01068--006
***155.00 ***155.00

Re: Arbor Holdings, LLC

To whom it may concern:

In connection with filing Articles of Organization for and on behalf of the above-referenced limited liability company, I have enclosed one original copy and one photocopy of each of the following:

- Articles of Organization.
- Certificate of Registered Agent.

In that regard, please find enclosed a check in the amount of \$155.00 to cover the applicable filing fees and requests for certified copies of the filings (articles of organization--\$100.00; registered agent designation--\$25.00; and certified copies of the same--\$30.00).

Please return the certified copies to me at the address listed above. Thanks for your assistance.

Respectfully,


Daniel T. White

Encl.

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DIV. OF
CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

of

ARBOR HOLDINGS, LLC

ARTICLE I: NAME

The name of this limited liability company shall be ARBOR HOLDINGS, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

The Company's mailing and street address shall be 1304 N.W. 98th Terrace, Gainesville, Florida 32606.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company is 1304 N.W. 98th Terrace, Gainesville, Florida 32606. The Company's initial registered agent at that address shall be Daniel T. White, Esquire.

ARTICLE IV: DURATION

The Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

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DANIEL T. WHITE
ARBOR HOLDINGS
GAINESVILLE, FLORIDA

ARTICLE VI: MANAGEMENT BY MEMBERS

The management of the Company shall be reserved to its members, who shall manage the Company in accordance with the manner set forth in the Company's Operating Agreement.


ARTICLE VII: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only through a vote of a "majority-in-interest" of the Company's members (as that term is defined under the Florida Limited Liability Company Act, as amended, and as may be further defined or qualified in the Company's Operating Agreement).

ARTICLE VIII: AUTHORIZED REPRESENTATIVE

The undersigned, a natural person being at least eighteen (18) years old and the legal counsel to, and authorized representative of, the Company and its initial members, having been duly authorized to prepare, execute and deliver any and all documents necessary to organize this Company under the Florida Limited Liability Company Act, as amended, is Daniel T. White, Esquire, 1304 N.W. 98th Terrace, Gainesville, Florida 32606.

Executed this 18th day of February, 2002.


Daniel T. White, Esquire
Authorized Representative

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Arbor Holdings, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esquire

Registered office: 1304 N.W. 98th Terrace, Gainesville, Florida 32606

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.



Name: Daniel T. White, Esquire

Dated: February 18, 2002

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CLERK OF CIRCUIT COURT
GALLATIN, FLORIDA