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THE MILLHORN LAW FIRM

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2/21
FL LLC

February 18, 2002

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

MJM

300004981213--1
-02/21/02--01053--002
****155.00 ****155.00

RE: SUMTER PINES BUILDING #3, L.L.C..

Dear Division of Corporations:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced limited liability company.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 100.00
Certified Copy	\$ 30.00
Registered Agent Designation	\$ 25.00
TOTAL	\$ 155.00

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,

THE MILLHORN LAW FIRM

Michael D. Millhorn
Attorney at Law

encl.

FILED
02 FEB 21 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is:

SUMTER PINES BUILDING #3, L.L.C.

ARTICLE II — ADDRESS

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

**SUMTER PINES BUILDING #3, L.L.C.
13710 U.S. 441
SUITE 100
LADY LAKE, FLORIDA 32159**

ARTICLE III — Duration

The period of duration for the Limited Liability Company shall be perpetual. The date and time of the company existence is the time these Articles of Organization are filed with the Secretary of State's office.

ARTICLE IV- Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the managing member is:

**MICHAEL D. MILLHORN
13710 U.S. 441
SUITE 100
LADY LAKE, FLORIDA 32159**

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this company is:

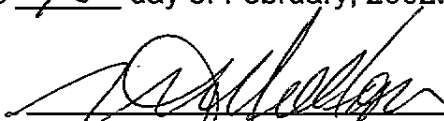
**13710 U.S. 441
SUITE 100
LADY LAKE, FLORIDA 32159**

and the name of the initial registered agent of this company at that office is:

FILED
02 FEB 21 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL D. MILLHORN

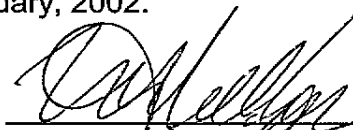
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18 day of February, 2002.


MICHAEL D. MILLHORN

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, 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 18 DAY OF February, 2002.


MICHAEL D. MILLHORN

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared MICHAEL D. MILLHORN, who produced Florida Driver's License as identification, as Managing Member, executed the foregoing Articles of Organization of SUMTER PINES BUILDING #3, L.L.C., and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of February, 2002.

(SEAL)



Christine S. Youngblood
MY COMMISSION # CC763630 EXPIRES
July 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: