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LIMITED LIABILITY COMPANY

Baker Land III, LLC

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**ARTICLES OF ORGANIZATION OF
BAKER LAND III, LLC**

The undersigned, RUPERT E. PHILLIPS, a natural person competent to contract and organizer of this limited liability company, as President of McPhil Land Holdings, Inc., a Florida corporation, its Member, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

BAKER LAND III, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is 1713 Giant Sycamore Lane, Baker, Florida 32531.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 1713 Giant Sycamore Lane, Baker, Florida 32531, and the name of the initial registered agent of this limited liability company at that address is Rupert E. Phillips.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by its Member. The name and address of the Member is:

McPhil Land Holdings, Inc.
1713 Giant Sycamore Lane
Baker, Florida 32531

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on the date set forth below.

McPHIL LAND HOLDINGS, INC.,
a Florida corporation, Member

BY:

Rupert E. Phillips
RUPERT E. PHILLIPS, President

Date: 2 / 22, 2002

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BAKER LAND III, LLC.

Further, I am familiar with and accept the duties and obligations of such designation

Rupert E. Phillips
RUPERT E. PHILLIPS

Date: 2 / 22, 2002

H02000042960 3