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ACCOUNT NO. : 072100000032

REFERENCE : 490099 82576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 22, 2002

ORDER TIME : 2:27 PM

ORDER NO. : 490099-005

CUSTOMER NO: 82576A

CUSTOMER: John B. Ritch, Esq  
Overstreet Miles Ritch &  
Cumbie, P.a.  
100 Church Street

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-03/22/02--01044--018  
\*\*\*\*155.00 \*\*\*\*155.00

Kissimmee, FL 34741

DOMESTIC FILING

NAME: ST. CLOUD CENTER, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED  
02 MAR 22 PM 2:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 MAR 22 AM 8:29

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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION  
OF  
ST.CLOUD CENTER, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be ST.CLOUD CENTER, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 101 Park Place Boulevard, Suite 3, Kissimmee, FL 34741.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is John B. Ritch, 100 Church Street, Kissimmee, FL 34741.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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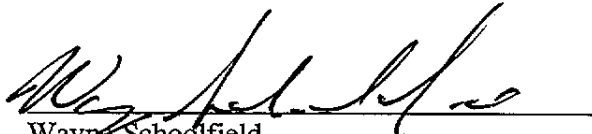
ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Wayne Schoolfield, 101 Park Place Boulevard, Suite 3, Kissimmee, FL 34741.

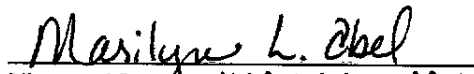
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Kissimmee, Florida, on March 21, 2002.

  
Wayne Schoolfield

STATE OF FLORIDA,  
COUNTY OF OSCEOLA, ss:

Subscribed before me this March 21, 2002, by Wayne Schoolfield, who is personally known to me or who has produced \_\_\_\_\_ identification.

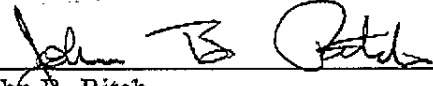


  
Notary Name: MARILYN L. ABEL  
Commission #: CC 988199  
Commission Expires: 12-14-04

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Cloud Centers, LLC at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 608.

  
\_\_\_\_\_  
John B. Ritch

Date: March 21, 2002

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