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CALVIN W. BROWN

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LISA M. THOMPSON**

PLEASE REPLY TO:

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*MASTER OF LAWS IN ESTATE PLANNING

**BOARD CERTIFIED REAL ESTATE LAWYER

***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

June 28, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: **Downtown Vero Investments, LLC**

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Organization for the above named limited liability corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$160.00 covering the following:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Form	25.00
Certificate of Status	5.00

Thank you for your consideration in this matter.

Sincerely,


George G. Collins, Jr.
For the Firm

GGC, JR./mja
Enclosures

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SECRETARY OF STATE

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**ARTICLES OF ORGANIZATION
OF
DOWNTOWN VERO INVESTMENTS, LLC
A Florida Limited Liability Company**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **DOWNTOWN VERO INVESTMENTS, LLC**, and its principal place of business shall be in Indian River County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, and assets of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the

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property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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TREASURY OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLE III
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 2901 Ocean Drive, Vero Beach, County of Indian River, State of Florida 32963, and may be changed from time to time.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by the following two (2) Members. The name and address of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Alex MacWilliam, Inc.
2901 Ocean Drive
Vero Beach, Florida 32963

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Jeffrey H. Rymer
2901 Ocean Drive
Vero Beach, Florida 32963

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT
ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company
and of the Organizer is **ALEX MacWILLIAM, INC.**, 2901 Ocean Drive, Vero Beach,
County of Indian River, State of Florida 32963, and the name of its initial registered agent
is **GEORGE G. COLLINS, JR.** at 756 Beachland Boulevard, City of Vero Beach,
County of Indian River, State of Florida.

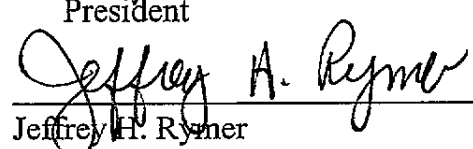
Executed by the undersigned at Vero Beach, Florida on 6/27/02

2002.

ALEX MacWILLIAM, INC.

By: 

Alex MacWilliam, III
President



Jeffrey H. Rymer

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

GEORGE G. COLLINS, JR., an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of **DOWNTOWN VERO INVESTMENTS, LLC**.

GEORGE G. COLLINS, JR. is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.


George G. Collins, Jr.

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