BOOKER & CHMIELARSKI, P.A. ATTORNEYS AT LAW

170 BLOXHAM AVENUE ORANGE CITY, FLORIDA 32763 PHONE (386) 774-6552 FAX (386) 774-1442

Kim C. Booker

Mark J. Chmielarski

July 12, 2002

Division of Corporations Corporate Filings 409 E Gaines St. Tallahassee, FL 32399

Re: Southern Development, L.L.C.

To whom it may concern:

Enclosed please find the original signed Articles of Organization for the above referenced L.L.C.. Also enclosed please find our check in the amount of \$125.00, representing your filing fee for same.

Upon filing, please fax to my office the letter of incorporation at 386-774-1442. If you require any further information concerning this matter, please contact me at 386-774-6552.

Sincerely yours,

Booker & Chmielarski, P.A.

KCB:ns

Enclosures

Booker and Chmielarski, P.A. 170 Bloxham Avenue Orange City, FL 32763 Prepared By: Kim C. Booker, Attorney at Law

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Southern Development, L.L.C.

ARTICLE II - Address:

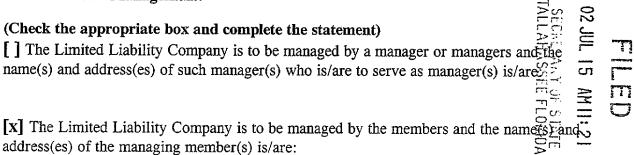
The mailing address and street address of the principal office of the Limited Liability Company is:
1175 George Ryan Road
DeLand, FL 32720

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

The effective date of the limited liability company is July 15, 2002 and will continue
until such time that the members unanimously vote to terminated the limited liability company.

ARTICLE IV - Management:



1) John A. MacDonald, III, 1175 George Ryan Road, DeLand, FL 32720

The Management of this company is by its members acting as a Board of Members, each voting according to their distributional interest and shall have the authority to act for the company in all matters.

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members or the transferee of a distributional interest of a member, may be admitted to membership by a unanimous vote of all members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members of the limited liability company, by unanimous vote, may exercise the right to continue.

Signature of a member of an authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John A. MacDonald, III

Typed or printed name of signee

Filing Fee: \$100.00 for Articles and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: Southern Development, L.L.C.
- 2. The name and the Florida street address of the registered agent are:

John A.	MacDonald,	Ш
Name		

1175 George Ryan Road

Florida street address (P. O. Box NOT ACCEPTABLE)

DeLand, FL 32720

CITY, STATE AND ZIP

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 as provided for in Chapter 608, F.S.

SIGNATURE

Filing Fee: \$ 25 for Designation of Registered Agent