

L02000022012

MATEER & HERBERT P.
ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HERBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES S. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
THOMAS R. HERBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY P. BLYSTONE
MILDRED BEAM-RUCKER

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016

E-MAIL ADDRESS
kwankelman@mateerharbert.com

DIRECT LINE
(407) 418-1313 Ext. 129

August 23, 2002

KAREN W. WANKELMAN
J. THEODORE SCHATT
DANIEL M. EISEL
JENNIFER E. FULKS

OF COUNSEL
LANDIS & KANE, P.A.
DAVID M. LANDIS
JON E. KANE

FILED
02 AUG 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee FL 32399

Re: Osceola South, LLC

BK

100007340781--8
-08/26/02--01056--021
****125.00 ****125.00

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Organization for Osceola South, LLC, and the Certificate of Designation of Registered Agent/Registered Office, along with this firm's check in the amount of \$125.00 in payment of the filing fees. A self-addressed stamped envelope and one extra copy of each document are also enclosed for your use in returning file-stamped copies to us.

Thank you for your attention to this matter.

Very truly yours,



Karen W. Wankelman

Enclosures

ARTICLES OF ORGANIZATION

FOR

OSCEOLA SOUTH, LLC

a Florida Limited Liability Company

FILED
02 AUG 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – Name

The name of the limited liability company is OSCEOLA SOUTH, LLC.

ARTICLE II – Address

The initial mailing address and street address of the principal office of the limited liability company is 622 E. Washington Street, Suite 220, Orlando, Florida 32801.

ARTICLE III – Duration

The period of duration shall be perpetual.

ARTICLE IV – Management

The limited liability company is to be managed by managers and is, therefore, a manager-managed company. The names and addresses of such Managers who are to serve as the initial Managers of the limited liability company are:

Craig T. Ustler
10 N. Summerlin Ave., Unit 35
Orlando, Florida 32801

Philip C. Rampy
23 N. Summerlin Ave.
Orlando, Florida 32801

ARTICLE V – Admission of Additional Members

The admission of additional Members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a unanimous vote of all the Percentage Interests (as defined in the regulations of the Company) of the then existing Members of the limited liability company.

ARTICLE VI – Members' Rights to Continue Business

The remaining Members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a Member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a Member from the limited liability company, upon the written consent of not less than fifty-one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining Members to continue the business of the limited liability company.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the organizers and acknowledged them to be my act this 22nd day of August, 2002.



Karen W. Wankelman,
Authorized Representative

This document was prepared by
and should be returned to:

Karen W. Wankelman, Esq.
Mateer & Harbert, P.A.
225 E. Robinson Street
Suite 600
Orlando, Florida 32801
(407) 425-9044

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
OSCEOLA SOUTH, LLC
a Florida Limited Liability Company**

FILED
02 AUG 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered agent/registered office in the State of Florida.

1. The name of the limited liability company is:

OSCEOLA SOUTH, LLC

2. The name and address of the registered agent and office are:

Karen W. Wankelman, Esq.
Mateer & Harbert, P.A.
225 E. Robinson Street
Suite 600
Orlando, Florida 32801

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.

Date: 8/22/02



Karen W. Wankelman