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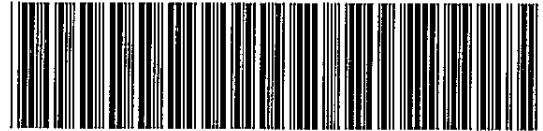
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**BOARD CERTIFIED
REAL ESTATE LAWYER

November 19, 2002

Division of State
Division of Corporations
P.O. Box 6327
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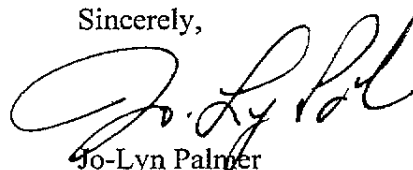
SUBJECT: Whitefish Investments, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization and a check for \$125.00 for filing fee pertaining to Whitefish Investments, LLC.

If you have any questions, please contact me.

Sincerely,



Jo-Lyn Palmer
Legal Assistant to
Bruce I. Wiener

enclosures

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**ARTICLES OF ORGANIZATION OF
WHITEFISH INVESTMENTS, LLC**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Whitefish Investments, LLC, and its principal office shall be located at 997 Ilex Way, Tallahassee, Florida 32312, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is also 997 Ilex Way, Tallahassee, Florida 32312.

ARTICLE II

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.
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 set forth in these Articles 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, assets, and liabilities 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses 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, shall 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 contained in these Articles 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 Florida law, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

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

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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ARTICLE V

CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by each of the members, to correspond with the amount of their ownership interest. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in prorata shares equal to their ownership interests.

ARTICLE VI

DURATION

This limited liability company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.


ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 997 Ilex Way, Tallahassee, Florida 32312 and the name of the Company's initial registered agent at that address is William F. Butler.

The undersigned, being all of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Whitefish Investments, LLC.

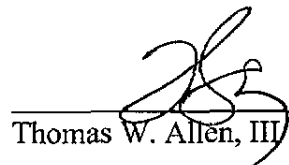
Executed by the undersigned at Tallahassee, Leon County, Florida on November 18, 2002.



William F. Butler



Bryan M. Desloge



Thomas W. Allen, III

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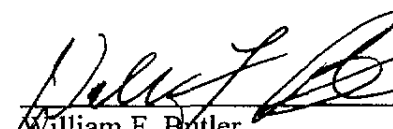
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Whitefish Investments, LLC.
2. The name and the Florida street address of the registered agent for Whitefish Investments, LLC are: William F. Butler, 997 Ilex Way, Tallahassee Florida 32312.

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.

DATED: November 18, 2002


William F. Butler,
Registered Agent

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