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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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GOLDBERG & OLIVE

ATTORNEYS AT LAW

2039 CENTRE POINTE BOULEVARD
SUITE 201 (32308)
POST OFFICE BOX 12458
TALLAHASSEE, FLORIDA 32317

STUART E. GOLDBERG*

*Florida Bar Certified Wills, Trusts & Estates

PHONE: (850) 222-4000
FAX: (850) 942-6400

CAROLYN D. OLIVE*

*Florida Bar Certified Tax Law

December 11, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

Re: Four Points Venture, LLC

Dear Madam/Sir:

Enclosed for filing are an original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the limited liability company named above. Also enclosed is our firm check in the amount of \$125 to cover the filing fee.

Please return our document copy in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,

Carolyn D. Olive

Carolyn D. Olive

CDO/ldv
Enclosures

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Articles of Organization of

FOUR POINTS VENTURE, L.L.C.

a Florida Limited Liability Company

The undersigned Members hereby file these Articles of Organization in order to form a limited liability company under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Limited Liability Company shall be **FOUR POINTS VENTURE, L.L.C.**

ARTICLE II.

Address

The principal place of business, and the mailing address, of this Limited Liability Company shall be 1844 Chardonnay Place, Tallahassee, Florida 32317.

ARTICLE III.

Company Purposes & Powers

This Limited Liability Company is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida. This Limited Liability Company shall have and exercise all the powers accorded limited liability companies under the laws of the State of Florida.

ARTICLE IV.

Duration

This Limited Liability Company shall have perpetual existence unless dissolved according to law.

ARTICLE V.

Members

This Limited Liability Company shall have two classes of Members: Voting Members and Nonvoting Members, as more particularly prescribed by and provided in the operating agreement of this Limited Liability Company. The relative rights, powers, and duties of the two classes of Members shall be the same, except that the class of Nonvoting Members shall have no voting rights. The voting rights of the class of Voting Members shall be as prescribed by and provided in the operating agreement of this Limited Liability Company.

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ARTICLE VI.
Management

This Limited Liability Company shall be managed by a manager or managers who shall be elected annually by the Voting Members in the manner prescribed by and provided in the operating agreement of this Limited Liability Company. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the Voting Members and set out in the operating agreement of this Limited Liability Company. The name and address of such manager who is to serve as the initial manager until his successor is elected and qualified or until his earlier resignation, removal from office, inability to act, or death, are as follows:

P. Stewart Proctor
418 Terrace Street
Tallahassee, FL 32308

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Limited Liability Company in the State of Florida, and the name of the initial Registered Agent of the Limited Liability Company at such address shall be as follows:

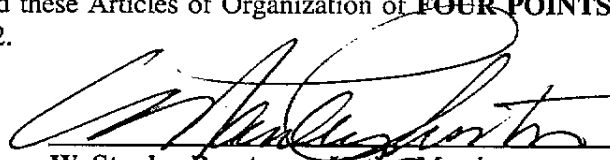
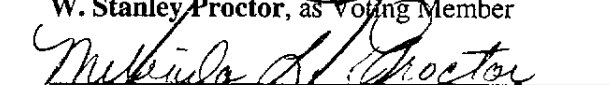
W. Stanley Proctor
1844 Chardonay Place
Tallahassee, FL 32317

The Voting Members may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Amendment

These Articles of Organization may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Members, voting or nonvoting, hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, we have executed these Articles of Organization of **FOUR POINTS VENTURE, L.L.C.** this 19th day of November, 2002.


W. Stanley Proctor, as Voting Member

Melinda L. Proctor, as Voting Member

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STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Organization of FOUR POINTS VENTURE, L.L.C. were acknowledged before me this 19th day of November, 2002, by W. Stanley Proctor [(X)who is personally known to me; or (____)who has produced _____ as identification], as Voting Member, and by Melinda L. Proctor [(X)who is personally known to me; or (____)who has produced _____ as identification], as Voting Member.

Carolyn D. Olive
Signature of Notary Public

Notary Stamp/Seal:

F:\Olive\Proctor\LLC\ART-ORGN.LLC



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**Certificate of Designation of Registered
Agent/Registered Office of**

FOUR POINTS VENTURE, L.L.C.

a Florida Limited Liability Company

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407(1)(d) and 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is:

FOUR POINTS VENTURE, L.L.C.

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

W. Stanley Proctor
1844 Chardonnay Place
Tallahassee, FL 32317

By: 

W. Stanley Proctor, as Voting Member

By: 

Melinda L. Proctor, as Voting Member

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ACCEPTANCE BY REGISTERED AGENT

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 this 19th day of November, 2002.


W. Stanley Proctor
Registered Agent

F:\Olive\Proctor\LLC\CART-ORGN.LLC