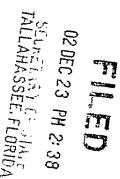
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## BALDWIN & MORRISON, P. A.

ATTORNEYS & Counsellors at Law 7100 South U. S. HIGHWAY 17-92

#### FERN PARK, FLORIDA 32730-2092

JOHN A. BALDWIN

WILLIAM H. MORRISON

CHRISTOPHER H. MORRISON

December 19, 2002

TELEPHONE (407) 834-1424 FAX (407) 834-4845

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SEUNCTARY OF TABLE

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: WINTER SPRINGS LAND COMPANY, L.L.C.

Dear Sir:

Enclosed please find original and copy of Articles of Organization of Winter Springs Land Company, L.L.C., for filing, along with check in the amount of \$125 for the filing fee.

Please return a certified copy of Articles to the undersigned.

John A. Baldwin

br/encls.

# ARTICLES OF ORGANIZATION OF WINTER SPRINGS LAND COMPANY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

# **ARTICLE I - NAME**

The name of the limited liability company shall be WINTER SPRINGS LAND COMPANY, L.L.C. ("Company").

# **ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 301 N. Ferncreek Avenue, Suite A. Orlando, Florida 32803.

#### **ARTICLE III - DURATION**

The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is C. Kevin Gilliam, 301 N. Ferncreek Avenue, Suite A, Orlando, Orange County, Florida 32803.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VI - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE VII - MANAGEMENT

The company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is **C. KEVIN GILLIAM** whose address is 301 N. Ferncreek Avenue, Suite A, Orlando, Florida 32803.

#### ARTICLE VIII - EFFECTIVE DATE

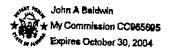
In accordance with Section 608.409, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fern Park, Florida, on this 19 Hiday of \_\_\_\_\_\_\_, 2002.

C. KEVIN GILLIAM, Organizer/Member

STATE OF FLORIDA COUNTY OF SEMINOLE C. KEVIN GILLIAM, Applicant

(SEAL)



## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of WINTER SPRINGS LAND COMPANY, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

C. KEVIN ĞILLIAN

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