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CUNNINGHAM, MILLER & KYLE, P.A.

2975 OVERSEAS HIGHWAY
POST OFFICE BOX 500938
MARATHON, FLORIDA 33050-0938

RALPH E. CUNNINGHAM, JR., RETIRED
ROBERT K. MILLER*
EUGENE G. KYLE, III
ROBERT C. BARON
JAYNE M. SKINDZIER

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*ALSO ADMITTED IN NEW YORK

December 24, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Memory Properties, Limited Liability Company

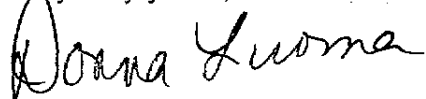
To Whom It May Concern:

Enclosed you will find for filing the Articles of Organization for Memory Properties, Limited Liability Company. Also, enclosed you will find our firm check in the amount of \$125.00 which represents the filing fee.

Please fax the document to the number above indicating that the company has been filed. Thank you.

If you have any questions, please feel free to call me.

Very truly yours,



Donna Luoma
Legal Assistant to Robert K. Miller

Encl.

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TALLAHASSEE, FLORIDA

AND
FILED

**ARTICLES OF ORGANIZATION
FOR
MEMORY PROPERTIES, LIMITED LIABILITY COMPANY**

ARTICLE I. NAME

The name of the Limited Liability Company is: Memory Properties, LLC

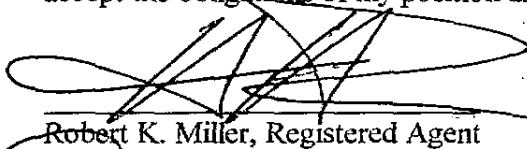
ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:
2975 Overseas Highway, Marathon, Florida 33050.

**ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is: Robert K. Miller, 2975 Overseas Highway, Marathon, FL 33050.

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,FS..


Robert K. Miller, Registered Agent


Samuel J. Vicari, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

This instrument prepared by:

Robert K. Miller, Esq.
2975 Overseas Highway
Marathon, Florida 33050
(305) 743 - 9427

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AND
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