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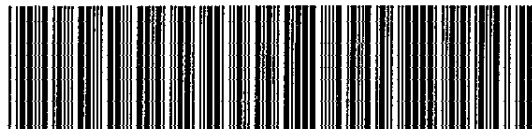
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TALLAHASSEE FL 32301

HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hawjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

January 22, 2003

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

SECRETARY OF STATE
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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03 FEB -3 AM 8:49
TALLAHASSEE, FLORIDA

Re: Recording of the Articles of Organization for
M. Scribner Properties, L.L.C.;
P. Scribner Properties, L.L.C. and
M/P Scribner Properties, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the following Articles of Organization:

- 1) M. Scribner Properties, L.L.C.;
- 2) P. Scribner Properties, L.L.C.; and
- 3) M/P Scribner Properties, L.L.C.
- 4) —

Please file these Articles of Organization in the Public Records. Also enclosed is this firm's check in the amount of Four Hundred Sixty-Five Dollars (\$465.00) representing the following fees:

Filing Fee	\$300.00
Certified Copy Fee	90.00
Registered Agent Designation	<u>75.00</u>

Total: \$465.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

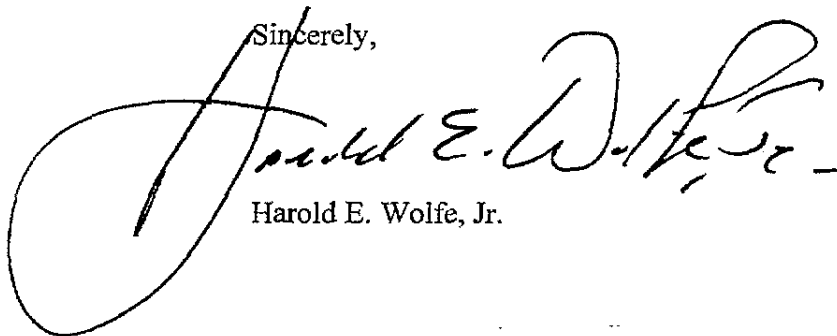
- HAROLD E. WOLFE, JR., P.A.

Secretary of State
January 22, 2003
Page 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should there be any questions, please feel free to call us.

Sincerely,

A large, stylized handwritten signature in black ink, which appears to read "Harold E. Wolfe, Jr.".

Harold E. Wolfe, Jr.

HEW:dma
Enclosures

cc: Mr. Patrick L. Scribner
Richard M. Klitenick, Esquire

**ARTICLES OF ORGANIZATION
OF**

M/P SCRIBNER PROPERTIES, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "M/P SCRIBNER PROPERTIES, L.L.C.".

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

3814 Flagler Avenue
Key West, Florida 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida, 33409. The name of the registered agent at such registered office is HAROLD E. WOLFE, JR., ESQUIRE.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by a single Manager, PATRICK L. SCRIBNER, during his lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless PATRICK L. SCRIBNER resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by PATRICK L. SCRIBNER until his resignation, death, retirement or consent to a successor Manager. Upon PATRICK L. SCRIBNER's resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

Name of Manager

PATRICK L. SCRIBNER

Address

3814 Flagler Drive
Key West, Florida 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company.

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03 FEB 13 AM 8:49
TALLAHASSEE, FLORIDA

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CLERK OF DISTRICT COURT
LAHASSER, FLORIDA

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment, purchase and sale of real estate, mortgages, and other investment vehicles.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and

govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company has executed these Articles of Organization on this 7th day of January, 2003.

M/P SCRIBNER PROPERTIES, L.L.C.

By:


PATRICK L. SCRIBNER, Member

STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

FILED
03 FEB -3 AM 8:00
TALLAHASSEE, FLORIDA

BEFORE ME personal appeared PATRICK L. SCRIBNER, the signor, who
personally appeared before me at the time of this notarization, and is personally known to me or has
produced N/A

as identification and is known to be the person described in and who executed the foregoing
instrument and acknowledged to and before me that he executed said instrument for the purposes
therein expressed.

WITNESS my hand and official seal this 7th day of
January, 2003.



Richard M. Klitenick
Commission # CC 968192
Expires Nov. 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public
State of Florida at Large
My Commission No. is:


My Commission Expires:

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following
submitted:

That **M/P SCRIBNER PROPERTIES, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, State of Florida, has named **Harold E. Wolfe, Jr., Esquire**, 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida, 33409, as its agent to accept service of process.

Signature:


PATRICK L. SCRIBNER

Title:

Incorporating Member

Date:

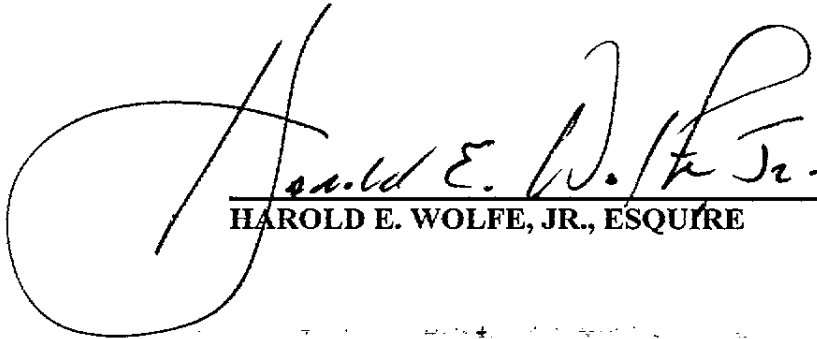
1 | 7 | 2003

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

FILED
03 FEB - 3 AM 8:50
TALLAHASSEE, FLORIDA

REGISTERED AGENT:


HAROLD E. WOLFE, JR., ESQUIRE

1/7/2003
DATE