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J. BRYAN FEB - 4 2003

BROWN & WALDRON

ATTORNEYS AT LAW

**124 NORTH BREVARD AVENUE
ARCADIA, FLORIDA 34266**

**FLETCHER BROWN
EUGENE E. WALDRON, JR.
SANDRA SANDERS
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January 23, 2003

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

Re: Formation of Livingston Family, LLC

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Organization for the referenced limited liability company together with the Certificate of Designation of Registered Agent. Also, enclosed is my check in the amount of \$125.00 representing the following fees:

Filing fee	\$100.00
Registered Agent fee	25.00

Please file the original of the enclosed Articles and return a copy to me.

Thank you for your assistance in this matter. If you have any questions regarding same, please do not hesitate to contact me or Rita in my office.

Sincerely,

BROWN & WALDRON


Eugene E. Waldron, Jr.

EEWJr/jca
Enclosures

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**ARTICLES OF ORGANIZATION
OF
LIVINGSTON FAMILY, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be **LIVINGSTON FAMILY, LLC** ("company").

ARTICLE II -- ADDRESS

The mailing address for the company is **Post Office Box 184, Fort Ogden, Florida 34267** and street address of the principal office of the company is **7289 SW Senate Street, Fort Ogden, Florida 34267.**

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is **Eugene E. Waldron, Jr., P.A., 124 North Brevard Avenue, Arcadia, Florida 34266.**

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of all the remaining members.

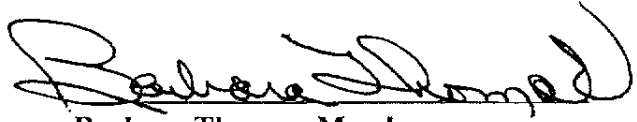
ARTICLE VIII -- MANAGEMENT

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:

Barbara Thomas
Post Office Box 184
Fort Ogden, Florida 34267

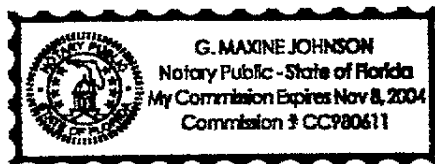
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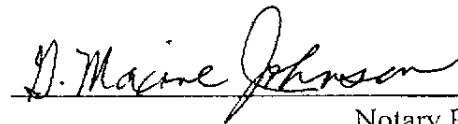
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 124 North Brevard Avenue, Arcadia, Florida, 34266, on January 27th, 2003.


Barbara Thomas, Member

STATE OF FLORIDA:
COUNTY OF DESOTO:

The foregoing instrument was acknowledged before me this 27th day of Jan, 2003, by Barbara Thomas who is personally known to me or who produced as identification.




_____, Notary Public

State of Florida at Large

My Commission No. CC980611

My Commission Expires: Nov. 8, 2004

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OFFICE OF REGISTRARS
ALACHUA, FLORIDA


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

Under the provisions of F.S. 608.414 or 608.507, **Livingston Family, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **Livingston Family, LLC**.
2. The name and street address of the registered agent in Florida are:

**Eugene E. Waldron, Jr., Esquire
124 North Brevard Avenue
Arcadia, Florida 34266**

The undersigned, being the person named in the Articles of Organization of **Livingston Family, LLC**, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.


Eugene E. Waldron Jr., Esquire
Registered Agent

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