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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY**A.E.H. HOLDINGS, L.L.C.**

Certificate of Status	1
Certified Copy	1
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
AEH HOLDINGS, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company ("Company") is

AEH HOLDINGS, L.L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Company is 2155 Ponce De Leon Circle, Vero Beach, Florida 32960 or such a place as may be designated by the Members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The Registered Agent of the Company is DEC Consultants, Inc., and the address of the Registered Agent is Bridgewater, 1515 Indian River Boulevard, Suite A 210, Vero Beach, Florida 32960-7103.

**ARTICLE IV
PURPOSE**

The purpose and character of business to transacted by the Company is:

- (a) To engage in the business to purchase or acquire buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with real property and to engage in such other lawful activities that are reasonably necessary, convenient, or incidental to that purpose.
- (b) To invest funds of the Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes in these Articles of Organization or any amendment thereto, necessary or incidental to the protection and benefit of the Company, and in general, either alone or in association with other corporations, companies, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of the Company. The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Company otherwise permitted by law.
- (d) The Company shall have all powers granted to Limited Liability Companies under Florida Law.

**ARTICLE V
DURATION**

The Company shall continue in full force and effect in accordance with the Operating Agreement from the date of filing these Articles of Organization with the Secretary of State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statutes, Section 608.441.

Robert Rappel, DO, Esq.
Rappel & Rappel, P.A.
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103
772.778.8885/Fax 772.778.8883
Florida Bar No.:0015156

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ARTICLE VI
MANAGEMENT

The Company shall be managed by its Members in proportion to their Sharing Ratios (herein so called) of each initial Member as set forth in the Operating Agreement for the Company, and as adjusted from time to time to reflect the Sharing Ratios of any additional Members; provided, however, that the Members may, by operating agreement, provide for the management of the Company by the Members in a manner in proportion to the Members' Sharing Ratios adjusted as hereinabove set forth. The managing Member(s) of the Company and their addresses are:

Dawn Hagood

2155 Ponce De Leon Circle
Vero Beach, Florida 32960

M. Johnson Hagood

2155 Ponce De Leon Circle
Vero Beach, Florida 32960

ARTICLE VII
ADDITIONAL MEMBERS

Additional members may be admitted to the Company only upon the unanimous vote of the existing Members. New members may be admitted upon such terms and conditions as the existing Members may determine.

ARTICLE VIII
DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX
INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify and Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

ARTICLE X
LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

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ARTICLE XI
TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

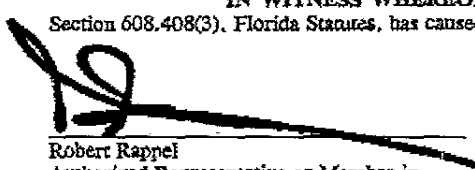
ARTICLE XII
POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

ARTICLE XIII
LIMITED LIABILITY COMPANY REGULATIONS

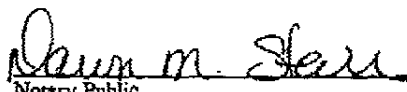
The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the Members of the Company. The Operating Agreement adopted by the Members may be repealed or altered; the Members may adopt a new or modify the existing operating agreement; and the Members may prescribe any modifications to the operating agreement made by them that such contents of the operating agreement may not be altered, amended, or repealed by the Member manager or managers. The operating agreement may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 608.408(3), Florida Statutes, has caused these Articles of Organization to be executed this 12th day of March 2003.


Robert Rappel
Authorized Representative or Member in
Accordance with Section 608.408 the
Execution of this Affidavit constitutes an
Affirmation under the penalties of perjury
That the facts stated herein are true.

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 12th day of March 2003, by Robert Rappel who is personally known to me and who did not take an oath.


Notary Public
Commission Number:



Robert Rappel, DO, Esq.
Rappel & Rappel, P.A.
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103
772.778.8885/Fax 772.778.8883
Florida Bar No.:0015156

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

Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company 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:

AEH HOLDINGS, L.L.C.
2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
Bridgewater
1515 Indian River Boulevard
Suite A 210
Vero Beach, Florida 32960-7103


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.

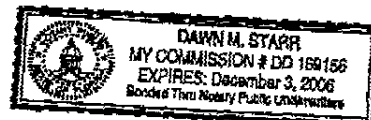

Robert Kappel, President

Dated: March 12, 2003

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 12th day of March 2003, by Robert Kappel who is personally known to me and who did not take an oath.


Notary Public
Commission Number:



s:\rappel\dec holdings, llc\articles of organization 122702.doc
Robert Kappel, DQ, Esq.
Rappel & Rappel, P.A.
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