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Division of Corporations

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Florida Department of State
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From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
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LIMITED LIABILITY COMPANY

Bray & Gillespie XII, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 13, 2003

AKERMAN, SENTERFITT OF JACKSONVILLE

SUBJECT: BRAY & GILLESPIE XII, LLC
REF: W03000007200

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You still don't have an acceptance statement from the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H03000078095
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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

BRAY & GILLESPIE XII, LLC

Pursuant to the authority of Section 608.407 of the Florida Limited Liability Company Act, as amended from time to time, the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be BRAY & GILLESPIE XII, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and street address of the principal office of the Company shall be 600 North Atlantic Avenue, Daytona Beach, FL 32118.

**ARTICLE IV
REGISTERED AGENT**

The address of the registered office of the Company shall be Thomas M. Clayton, Esq., 600 North Atlantic Avenue, Daytona Beach, FL 32118.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in §608.402 (21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

**ARTICLE VI
CONTINUATION OF BUSINESS**

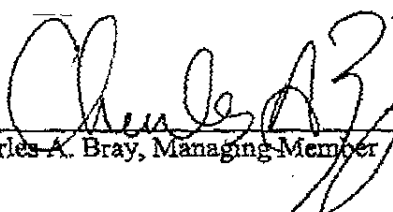
The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be a member-managed company managed in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization on behalf of the Company in accordance with §608.407 of the Act.

Dated this 11 day of March, 2003.



Charles A. Bray, Managing Member


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NOTARY PUBLIC
STATE OF OHIO

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (2001), as amended from time to time (the "Act"), the following is submitted:

BRAY & GILLESPIE XII, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates THOMAS M. CLAYTON, ESQUIRE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 600 North Atlantic Avenue, Daytona Beach, FL 32118.

DATED this 24th day of March, 2003.


Charles A. Bray, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 24th day of March, 2003.


Thomas M. Clayton, Esquire