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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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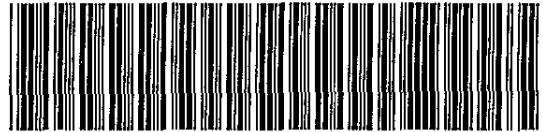
(Business Entity Name)

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PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
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MARGARET E. BUSH
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PARALEGALS

VIA UPS
July 11, 2003

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **UPLAND 100 PROPERTIES, LIMITED LIABILITY COMPANY**
ARTICLES OF ORGANIZATION AND CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Organization and Certificate of Designation of Registered Agent/ Registered Office for the above-referenced limited liability company, **UPLAND 100 PROPERTIES, LIMITED LIABILITY COMPANY**. Our firm check in the amount of \$125.00 is enclosed for the filing fee.

Please file the original Articles of Organization and return a copy of the stamped Articles to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

AVIS & AVIS, P.A.


Margaret E. Bush
Paralegal
Enclosures

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**ARTICLES OF ORGANIZATION
UPLAND 100 PROPERTIES, LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I- Name

The name of the Limited Liability Company is: UPLAND 100 PROPERTIES, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

BRADFORD MILLER
162 ATLANTIC AVENUE
PALM BEACH, FLORIDA 33480

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.


ARTICLE IV- Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

BRADFORD MILLER
162 ATLANTIC AVENUE
PALM BEACH, FLORIDA 33480

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IN WITNESS WHEREOF, I have signed these Articles of Organization and
acknowledged them to be my act this 11 day of July, 2003.


Bradford Miller, Managing Member

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

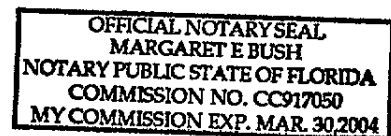
Sworn to and Subscribed before me this 11TH day of JULY, 2003, by
BRADFORD MILLER, who is personally known to me or who produced FLA D/L
M-460-075-48-058-0 as identification.

WITNESS MY HAND AND OFFICIAL SEAL, this 11TH day of JULY,
2003.


Notary Public, State of Florida at Large

MARGARET E. BUSH
Print Name of Notary Public

My Commission Expires:



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**UPLAND 100 PROPERTIES, LIMITED LIABILITY COMPANY
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

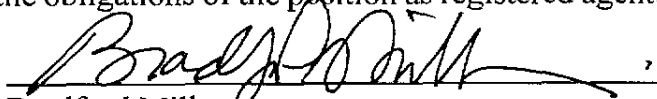
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

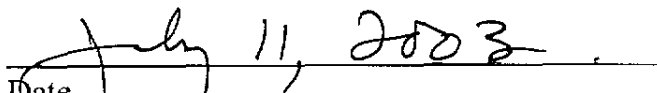
1. The name of the Limited Liability Company is: UPLAND 100 PROPERTIES, L.L.C.

2. The name and address of the registered agent and office is:

BRADFORD MILLER
162 ATLANTIC AVENUE
PALM BEACH, FLORIDA 33480

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 the position as registered agent.


Bradford Miller


Date