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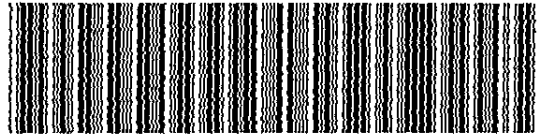
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TERRY McDAVID

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TELEPHONE: 386-752-1896
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July 29, 2003

Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: S & D MIDDLETON PROPERTY MANAGEMENT, LLC

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$155.00 is enclosed in payment of the filing fee, resident agent fee and the certified copy.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
S & D MIDDLETON PROPERTY MANAGEMENT, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is:

S & D MIDDLETON PROPERTY MANAGEMENT, LLC

ARTICLE II - Address:

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

Post Office Box 1952
Lake City, FL 32056
999 Lake Drive
Lake City, FL 32055

ARTICLE III - Duration:

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

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members
and the names and addresses of the managing members are:

Simon Middleton
Post Office Box 1952
Lake City, FL 32056
999 Lake Drive
Lake City, FL 32055

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional
members and the terms and conditions of the admissions shall be:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - Members Rights to Continue Business:

The right, if given of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

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 the consent of all the remaining members, provided that is a least one remaining member.


SIMON MIDDLETON

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

S & D MIDDLETON PROPERTY MANAGEMENT, LLC
2. The name and the Florida street address of the registered agent are:

Simon Middleton
999 Lake Drive
Lake City, FL 32055

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Simon Middleton