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DIVISION OF COMPENSATION

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### CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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		Foreign Corp. File
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		Fictitious Name File
		Trade/Service Mark
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		RA Resignation
		Dissolution / Withdrawal
		Annual Report / Reinstatement
		Cert. Copy
		Photo Copy
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#### ARTICLES OF ORGANIZATION

OF

#### LAND & FORREST L. L. C. a LIMITED LIABILITY COMPANY

100 mm The undersigned adopt the following Articles of Organization for the purpose of be limited liability company under the Florida Limited Liability Company Act:

#### ARTICLE I

#### Name

The name of the limited liability company, referred to in these Articles as "Company", is LAND & FORREST, L. L. C.

#### ARTICLE II

#### Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

#### ARTICLE III

#### Purpose

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

#### ARTICLE IV

#### Principal Address

The address of Company's principal place of business in Florida is 1001 3rd Avenue West, Suite 700, Bradenton, Florida 34205. This is also the mailing address.

#### ARTICLE V

#### Registered Agent and Office

The name of Company's initial registered agent in Florida is Joseph P. Venable. The address of Company's registered office in Florida is 1400 4th Avenue West, Bradenton, Florida 34205.

#### ARTICLE VI

Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial members are:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY: %
One Hundred (100%) percent	Joseph P. Venable
	F. F. F.
ARTICLE	

#### Management

The Company is to be managed by one (1) managers. The initial managers are:

1. Joseph P. Venable, whose address is 1400 4th Avenue West, Bradenton, Florida 34205; who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

#### ARTICLE VIII

#### Admission of New Members

Members shall have the right to admit new members. Such new members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

#### ARTICLE IX

#### Transfer of Members Interest

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferror or assignor would otherwise be entitled.

#### ARTICLE X

Distributions of Company Assets

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

#### ARTICLE XI

#### Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

#### ARTICLE XII

#### Amendment of Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

#### ARTICLE XIII

#### Regulations

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

LAND & FORREST, L.L.C., a Florida Limited
Liability Company

By

Oseph P. Venable, Manager

#### STATE OF FLORIDA

**COUNTY OF MANATEE** 

The foregoing instrument was acknowledged before me this 2 day of 2000 to 2003 by Joseph P. Venable as Manager of LAND & FORREST, LL.C., a Florida Limited Liability Company, who is personally known to me or who has produced as identification and who did not take an oath.

TARY PUBLIC

MY COMMISSION EXPIRES:

LISA A SANFORD

MY COMMISSION # DD 059274

EXPIRES: November 26, 2005

Boodes Trop Notary Public Underwriters

(SEAL)

## CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent appointed as follows:

LAND & FORREST, L. L. C., located at 1001 3<sup>rd</sup> Avenue West, Suite 700, BradeRon, Florida 34205, names, as its registered agent to accept service of process within Florida. The address of the registered agent is 1400 4<sup>th</sup> Avenue West, Bradenton, Florida 34205.

Dated: 2003

LAND & FORREST, L. L. C., a Florida Limited

Liability Company

coph P. Venable, Manager

Having been named as registered agent and to accept service of process for the above-named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: 200, 23 ,200

oh P. Venable, Registered Agent