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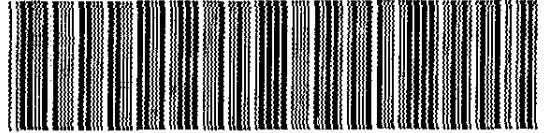
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- ALABAMA SEE FLORIDA

03 OCT - 1 PM 3:57

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**E. STEVEN LAUER, PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW**

3426 Ocean Drive
P.O. Box 3343
Vero Beach, FL 32964-3343
772-234-4200
Fax 772-234-4249
www.verolaw.org

September 26, 2003

E. Steven Lauer
Certified Will, Trusts & Estates Specialist
Certified Tax Specialist
772-234-4200
slauer@verolaw.org

Certified Mail, # 7099-3400-0016-7049-5264
Return Receipt Requested

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: John MacKay Trust LLC

Dear Sir or Madam:

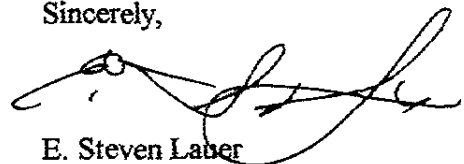
Enclosed please find the following:

1. One original and one copy of the Articles of Organization.
2. One original and one copy of the Certificate of Designation of Registered Agent/Registered Office.
3. A check in the amount of \$160.00 made payable to the "Florida Department of State" as payment for the filing fee for Articles of Organization, Designation of Registered Agent, certified copy, and certificate of status.

Please forward the letter of acknowledgment along with the certified copy of the Articles of Organization and certificate of status to the address above.

If you have any questions, please do not hesitate to contact me.

Sincerely,



E. Steven Lauer

ESL/mjd
Enclosures

cc: Bonney A. Johnson of Bank of America

ARTICLES OF ORGANIZATION

OF

JOHN D. MACKAY TRUST, LLC

ARTICLE I

Name

The name of this Limited Liability Company is JOHN D. MACKAY TRUST, LLC (the "Company").

ARTICLE II

Duration

The period of duration for the Company is perpetual.

ARTICLE III

Address

The mailing address and street address of the principal office of the Company

900 S.E. Federal Highway, Stuart, Florida 34994

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o E. Steven Lauer, P.A. 3426 Ocean Drive, Vero Beach, Florida 32963, and its initial registered agent at such office shall be E. Steven Lauer, P.A.

ARTICLE V

Management

The Company is to be managed by managing member(s) and the name and address of the managing member who shall serve as managing member until the first annual meeting or until his successor is chosen is:

Bank of America, N.A., Trustee of the John D. MacKay Trust dated 3/6/1986,
as amended and restated
900 S.E. Federal Highway, Stuart, Florida 34994

03 OCT - 1 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Dated this 22 day of September, 2003.

Bonney A. Johnson VP for Bank of America
Bank of America, N.A., Trustee of the
John D. MacKay Trust dated 3/6/1986,
as amended and restated
Managing Member

**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: JOHN D. MACKAY TRUST, LLC.
2. The name and address of the registered agent and office is:

**E. Steven Lauer, P.A.
3426 Ocean Drive
Vero Beach, FL 32963**

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.

DATED: September 22, 2003.

E. Steven Lauer, P.A.

Registered Agent

By: 

E. Steven Lauer, Vice President