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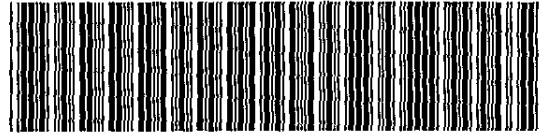
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November 6, 2003

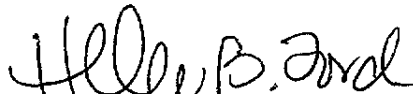
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: JJP of Winter Park, LLC  
Passalacqua Limited Partnership

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed organizational documents for JJP of Winter Park, LLC and Passalacqua Limited Partnership. Our firm's check in the amount of \$1,910.00 is also enclosed representing the filing fee for such documents. After filing is complete, please return to the undersigned a filed copy of each of the enclosed documents. Thank you.

Sincerely,

  
Helen Brock Ford  
Paralegal

/hbf  
Enclosures

Cc: Mr. Joseph J. Passalacqua

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**ARTICLES OF ORGANIZATION  
OF  
JJP OF WINTER PARK, LLC**

The undersigned (the "Member") acting as the sole organizer of JJP OF WINTER PARK, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is JJP OF WINTER PARK, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the limited liability company is 501 S. New York Avenue, Winter Park, Florida 32789.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The limited liability company is to be managed by a manager, and the name and address of the sole manager who is to serve as initial manager until the first annual meeting of members or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Joseph J. Passalacqua	501 S. New York Avenue Winter Park, Florida 32789

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Joseph J. Passalacqua, and the street address of the Company's registered agent is 501 S. New York Avenue, Winter Park, Florida 32789. A copy of the registered agent's acceptance to serve accompanies these Articles.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

**ARTICLE IX - Indemnification:**

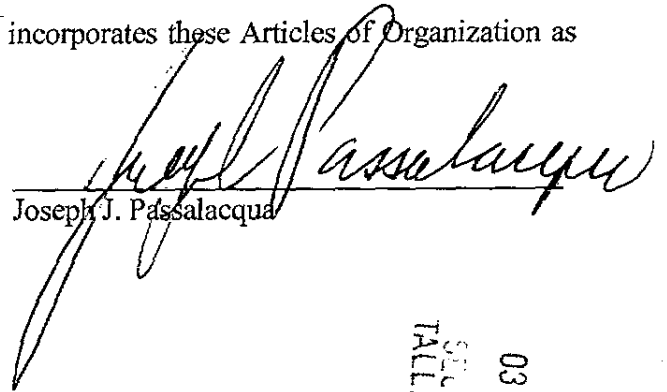
Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

**ARTICLE X - Member Interests:**

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

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IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 22nd day of September, 2003.

  
\_\_\_\_\_  
Joseph J. Passalacqua

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 JJP OF WINTER PARK, LLC.
2. The name and address of the registered agent and its office is:

Joseph J. Passalacqua  
501 S. New York Avenue  
Winter Park, Florida 32789

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

  
\_\_\_\_\_  
Joseph J. Passalacqua

Dated this 22nd day of September, 2003.

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