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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

Avalon II LLC

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ARTICLES OF ORGANIZATION

FOR

AVALON II, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name

The name of the limited liability company is **AVALON II, LLC**

ARTICLE II - Address

The initial mailing address and street address of the principal office of the limited liability company is 800 North Highland Avenue, Suite 200, Orlando, Florida 32803.

ARTICLE III - Duration

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2054, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE IV - Management

The limited liability company is to be managed by one or more managers, and the name and address of the manager who is to serve as the initial manager of the limited liability company is:

Warren E. Williams
28 West Central Boulevard
Suite 401
Orlando, FL 32801

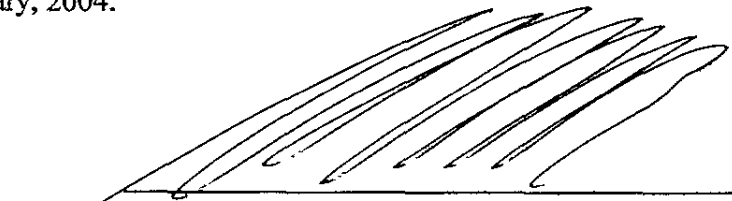
ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than seventy five percent (75%) of the Percentage Interests (as defined in the regulations of the Company) of the then existing members of the limited liability company.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 5th day of February, 2004.



WARREN E. WILLIAMS,
Authorized Representative of a Member

This document was prepared by
and should be returned to:

Warren E. Williams Esquire
28 West Central Blvd
Suite 401
Orlando, Florida 32801

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
AVALON II, LLC
a Florida limited liability company**

Pursuant to the provision of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the limited liability company is:

AVALON II, LLC

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

Warren E. Williams
28 West Central Blvd
Suite 401
Orlando, FL 32801

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.



WARREN E. WILLIAMS

Date: February 5, 2004