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(Requestor's Name)

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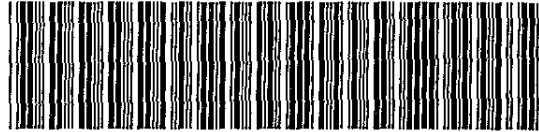
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TALLAHASSEE, FLORIDA

04 FEB - 3 AM 10:46

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L04-11489
OR

EFFECTIVE DATE

12-3-04

KEATING & SCHLITT, P.A.

Attorneys and Counselors at Law

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REAL PROPERTY
BUSINESS LAW

February 2, 2004

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

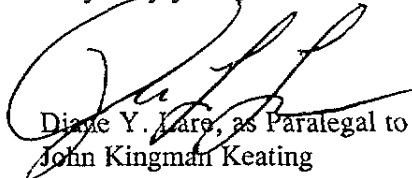
RE: Matthews Leesburg, LLC - Matter No. SM081101

Dear Sir or Madam:

Enclosed please find our firm's check in the amount of **\$155.00**, representing the required fee for filing the Articles of Organization of Matthews Leesburg, LLC; filing the Registered Agent Designation, plus certified copies of same(5 pages). Once you have accepted and filed the foregoing, please return the certified copies to my attention.

Should you have any questions or concerns, or require any further information concerning the foregoing, please do not hesitate to contact me. Thank you.

Very truly yours,


Diane Y. Laro, as Paralegal to
John Kingman Keating

/dyl

Enclosures: as noted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
MATTHEWS LEESBURG, LLC,
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this limited liability company shall be *Matthews Leesburg, LLC, a Florida limited liability company* (the "Company").

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in the Operating Agreement of the Company.

ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS

The initial principal office mailing and street address of the Company shall be located at 1261 Wellington Terrace, Maitland, Florida 32751.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 1261 Wellington Terrace, Maitland, Florida 32751 and the initial registered agent of the Company at that address shall be James F. Smalley, Jr. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V - PURPOSES AND GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

ARTICLE VI - ADMISSION OF NEW MEMBERS

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

EFFECTIVE DATE
2-3-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - DELEGATION OF MANAGEMENT AUTHORITY TO MANAGER

The Members shall have the authority to designate in writing one or more persons or entities who shall have the power and authority to act on behalf of the Members and the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and to exercise the rights, interests, and authority of the Members and as further provided in the Operating Agreement of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, is:

Manager	Manager(s) Business Address
James F. Smalley, Jr.	1261 Wellington Terrace, Maitland, Florida 32751

The authority of the Manager may be modified, revoked, reinstated or amended all as provided in the Operating Agreement; provided, however, notwithstanding anything contained herein or in the Operating Agreement to the contrary, after a Manager has been designated or appointed, such Manager, and the delegation of power and authority to the Manager (or any subsequent non-Member Manager), may be removed or revoked at any time by any Member or Members holding at least a fifty percent (50.00%) interest in the Company. If Members holding more than a fifty percent (50.00%) interest in the Company do not thereafter agree on the designation or appointment of a new Manager or Managers, then there shall be no Manager and the Members shall manage the Company in accordance with the provisions of these Articles of Organization, the Operating Agreement and applicable law.

ARTICLE VIII - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Manager of this Company, including any Member who shall be a Managing Member, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager (or Managing Member), except for liability:

- (a) for a breach of the Manager's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or known violation of law;
- (c) for a transaction from which the Manager derived an improper personal benefit; or
- (d) under Section 608.4363(7), *Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a Manager (including any Managing Members) 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 ("Indemnatee"), 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 Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. 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 IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

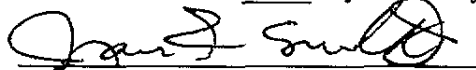
ARTICLE X - ADOPTION OF OPERATING AGREEMENT

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

ARTICLE XI - HEADINGS AND CAPTIONS

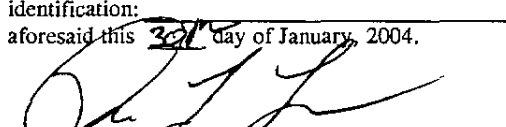
The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

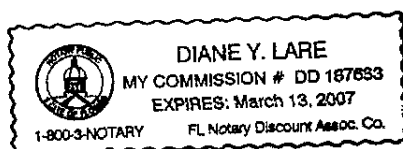
IN WITNESS WHEREOF, the undersigned designated representative of the Members does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his/her hand and seal this ____ day of January, 2004.


James F. Smalley, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, James F. Smalley, Jr., personally appeared before me and executed or acknowledged his/her previous execution of this instrument. I HEREBY FURTHER CERTIFY, that James F. Smalley, Jr., is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____ . WITNESS my hand and official seal in the State of Florida and County aforesaid this 30th day of January, 2004.


Notary Public Signature
(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



CLERK OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

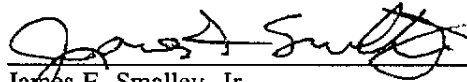
In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Matthews Leesburg, LLC, a Florida limited liability company (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated James F. Smalley, Jr., as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1261 Wellington Terrace, Maitland, Florida 32751.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 30th day of January, 2004.


James F. Smalley, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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