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(Requestor's Name)

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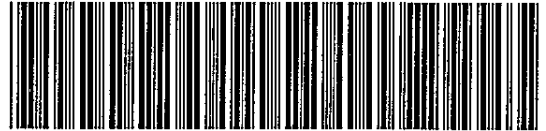
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**BRUCE R. ABERNETHY, JR., P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST  
900 VIRGINIA AVENUE, SUITE 6  
FORT PIERCE, FLORIDA 34982

TELEPHONE (772) 489-4901

FAX (772) 489-4902

April 23, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: HWPO Properties, LLC**

Dear Sir/Madam:

Enclosed for filing you will find the following:

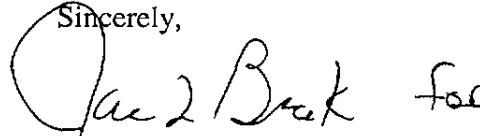
1. Articles of Organization of HWPO Properties, LLC.

Please file the Articles of Organization and return proof of filing, as well as a Certified Copy of Record to the undersigned at your earliest convenience. Our check in the amount of \$155.00 made payable to the Florida Division of Corporations is enclosed to cover the required filing fee (\$100.00 for filing Articles of Organization, \$25.00 for Registered Agent Designation, and \$30.00 for Certified Copy of Record).

If you have any questions or if additional information is required, please do not hesitate to call.

Thank you in advance for your cooperation and assistance.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb  
Enclosures

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**Articles Of Organization**

of

**HWPO Properties, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizers of a limited liability company, hereby adopt the following Articles Of Organization for such Company:

**Article I**

**Name**

The name of the limited liability company is HWPO Properties, LLC.

**Article II**

**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

**Article III**

**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units HWPO Properties, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Section B. First Lien.** The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

**Section C. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Section D. Right to Redeem Units.** Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

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Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 411 S. U.S. 1, Ft. Pierce, Florida 34950, and the name of its initial Registered Agent at such address is Laura L. Murphy.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 411 S. U.S. 1, Ft. Pierce, Florida 34950.

**Article VI**  
**Organizers**

The name and address of the organizers are:

Hoyt C. Murphy, Jr.  
411 S. U.S. 1  
Ft. Pierce, Florida 34950

and

Laura L. Murphy  
411 S. U.S. 1  
Ft. Pierce, Florida 34950

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The organizers are natural persons over the age of twenty one years.

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers. One or more Manager of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Managers of the Company, who shall each serve as such until its successor is elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
Co-Manager	Hoyt C. Murphy, Jr. 411 S. U.S. 1 Ft. Pierce, Florida 34950
Co-Manager	Laura L. Murphy 411 S. U.S. 1 Ft. Pierce, Florida 34950

**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

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**Article X**  
**Copies**

Copies of the Operating Agreement of HWPO Properties, LLC may be obtained from Laura L. Murphy via a written request mailed to 411 S. U.S. 1, Ft. Pierce, Florida 34950.

**Article XI**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

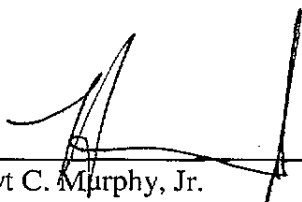
**Article XII**  
**Amendment Of Articles Of Organization**

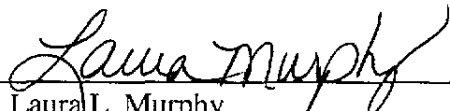
The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Member or authorized representative of Member.

Dated April 23, 2004.

  
\_\_\_\_\_  
Hoyt C. Murphy, Jr.  
Organizer

  
\_\_\_\_\_  
Laura L. Murphy  
Organizer

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