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of the second se ACCOUNT NO. : 072100000032 REFERENCE : 785162 9666A AUTHORIZATION : COST LIMIT : \$ 125.00 ORDER DATE: June 30, 2004 ORDER TIME : 10:54 AM ORDER NO. : 785162-005 CUSTOMER NO: 9666A CUSTOMER: Tim Haines, Esq Gray, Ackerman & Haines, P.a. Suite 1 125 Ne First Avenue Ocala, FL 34470-6675 DOMESTIC FILING NAME: MIDWAY 200 COMMERCIAL PROPERTIES, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION \_ CERTIFICATE OF LIMITED PARTNERSHIP \_\_ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: \_ CERTIFIED COPY XX \_\_\_ PLAIN STAMPED COPY \_\_\_\_ CERTIFICATE OF GOOD STANDING CONTACT PERSON: Amanda Haddan - EXT. 2955 EXAMINER'S INITIALS:

# ARTICLES OF ORGANIZATION FOR

## MIDWAY 200 COMMERCIAL PROPERTIES, LLC A FLORIDA LIMITED LIABILITY COMPANY

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The name of the Limited Liability Company is "Midway 200 Commercial Properties, LLC" (the "Company").

#### ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is 1700 SE 17<sup>th</sup> Street, Suite 300, Ocala, Florida 34471.

#### ARTICLE III. DURATION

The period of duration for the Company shall be perpetual unless the Company is earlier dissolved in accordance with either the provisions of the *Florida Limited Liability Company Act*, Sections 608.401 through 608.514 of the *Florida Statutes Annotated* (the "Act") or the Company's Operating Agreement among the members (the "Operating Agreement").

#### ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by a manager.

#### ARTICLE V. PURPOSE

The purpose for which the Company is being organized is to acquire and develop, whether in its own capacity or as a joint venture partner, commercial real property, including for office, retail or other commercial uses, and thereafter to manage the same, and ultimately to resell the same, and to transact any other lawful business approved by the members of the Company and for which a limited liability company may be formed under the laws of the State of Florida.

#### ARTICLE VI. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be

# ARTICLES OF ORGANIZATION FOR MIDWAY 200 COMMERCIAL PROPERTIES, LLC A FLORIDA LIMITED LIABILITY COMPANY

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upon the consent of all of the remaining member of the Operating Agreement to continue the busileast one (1) remaining member.	ers in accordance with the terms and conditions siness of the Company, provided that there is a
ARTICI AMEND	LE VII. MENTS
The Company reserves the right to amend, alte these Articles of Organization, in the manner no	er, change or repeal any provision contained in ow or hereafter prescribed by the Act.
IN WITNESS WHEREOF, the undersign has hereunto set his hand this 28 day of	ed, being one of the members of the Company,
RO	Y T. BOYD II
STATE OF FLORIDA COUNTY OF MARION	
BOYD III, as a member of the above named limit me.	ATION was acknowledged before me by ROY To ted liability company, who is personally known to
Dated: this 28 day of June	, 2004.
SHARON L. OLIVER NOTARY PUBLIC, STATE OF FLORIDA COMMISSION NO. DD 007231 "Y COMMISSION EXPIRES MAR. 31, 2005	Print Name:  Notary Public, State of Florida  Commission number  Commission expires

### 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: Midway 200 Commercial Properties, LLC.
- 2. The name and address of the registered agent and office is:

Brian Snow Boyd 1700 SE 17<sup>th</sup> Street, Suite 300 Ocala, FL 34471

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.

BRIAN SNOW BOYD