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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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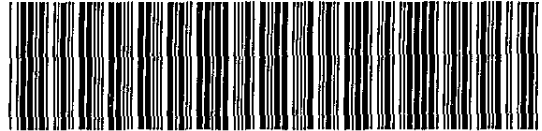
(Business Entity Name)

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STATE OF FLORIDA  
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CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 8/25/04

REF. #: 0958.29454

CORP. NAME: FLORIDA HISTORIC PLACES, L.L.C.

- |                                                      |                                                 |                                                       |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |                                                 |                                                       |
| <input type="checkbox"/> OTHER:                      |                                                 |                                                       |

STATE FEES PREPAID WITH CHECK# 509244 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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| <input type="checkbox"/> CERTIFICATE OF STATUS |                                                       |                                                        |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
FLORIDA HISTORIC PLACES, L.L.C.  
a Florida Limited Liability Company

FILED  
04 AUG 25 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this Limited Liability Company is  
FLORIDA HISTORIC PLACES, L.L.C., (the "Company").

ARTICLE II  
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III  
ADDRESS

The mailing and street address of the Company's principal place of business is 320 N.E. 7<sup>th</sup> Street, Gainesville, Florida 32601

ARTICLE IV  
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

## **ARTICLE V MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

## **ARTICLE VI MEMBERS**

The names and addresses of the initial members are as follows:

Thomas C. Santilli and Tommie Lee Santilli as Tenants By the Entirety  
320 N.E. 7<sup>th</sup> Street, Gainesville, Florida 32601

## **ARTICLE VII MEMBER VOTING**

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

## **ARTICLE VIII ADOPTION OF OPERATING AGREEMENT**

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

## **ARTICLE IX AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

**ARTICLE X**  
**INITIAL ADDRESS OF REGISTERED OFFICE**  
**AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 5348 First Avenue North, St. Petersburg, Florida 33710. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Ronald C. White, Esq. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 25 day of August, 2004.

  
RONALD C. WHITE

**ACCEPTANCE OF REGISTERED AGENT  
OF FLORIDA HISTORIC PLACES, LLC**

Pursuant to Florida Statute 48.091 and Article X of the Articles of Organization of FLORIDA HISTORIC PLACES, LLC, Ronald C. White, Esq. the undersigned designated Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

**5348 First Avenue North  
St. Petersburg, Florida 33710**

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

Signed this 25<sup>th</sup> day of August, 2004.

  
RONALD C. WHITE