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**POTTER CLEMENT LOWRY & DUNCAN**

**ATTORNEYS AT LAW**

308 EAST FIFTH AVENUE  
MOUNT DORA, FLORIDA 32757

E-MAIL ADDRESS: [dgpotter@earthlink.net](mailto:dgpotter@earthlink.net)

DEL G. POTTER, P.A.\*  
G. EDWARD CLEMENT, P.A.  
ARCHIE O. LOWRY, JR., P.A.  
BRUCE G. DUNCAN, P.A.

PHONE: (352) 383-4186  
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\*Certified Circuit Mediator

December 8, 2004

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Organization  
THIRD PLACE PROPERTIES, LLC**

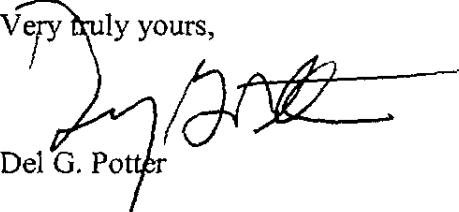
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Organization for the above-referenced corporation. You will also find enclosed this firm's check payable to the Florida Dept. of State in the amount of \$155.00, representing the following fees:

\$100.00	Filing Fee
\$ 25.00	Registered Agent Designation
<u>\$ 30.00</u>	Certified Copy
\$155.00	Total

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,

  
Del G. Potter

DGP/rp  
Enclosures

2004 DEC 10 PM 2:08  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
Third Place Properties, LLC

2004 DEC 10 PM 2:06  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Third Place Properties, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 34503 Park View Ave., Eustis, FL 32736.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is William M. Ferree. The address of Company's registered office in Florida is 34503 Park View Ave., Eustis, FL 32736.

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement of the company.

ARTICLE VI - MEMBERSHIP UNITS

The total number of membership units authorized to be issued by the Company shall be Ten Thousand (10,000) units. Each of the units shall entitle the holder thereof to one (1) vote at any meeting of the Members. All or any part of said units may be paid for in cash, property or labor or services at a fair valuation to be fixed at a meeting called for such purposes. All membership units shall be paid for and non assessable. The Company elects to have preemptive rights.

## ARTICLE VII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right 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. The business may be continued only on the unanimous written consent of the remaining members.

## ARTICLE VIII – MANAGEMENT

The company shall be managed by the members in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

NAME

ADDRESS

William M. Ferree

34503 Park View Ave.  
Eustis, FL 32736

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Mt. Dora, Florida, on 12/8, 2004.

  
WILLIAM M. FERREE

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TALLAHASSEE, FLORIDA

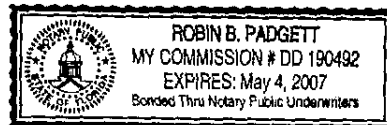
Sworn to and subscribed before me this 8<sup>th</sup> day of Dec., 2004, by  
William M. Ferree.

Robin B. Padgett  
Notary Public - State of Florida  
Print Name: Robin B. Padgett

Personally Known \_\_\_\_\_

OR

Produced Identification ✓



Type of Identification Produced: Fla Drivers License

(SEAL)

ACCEPTANCE BY REGISTERED AGENT:

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 as provided for in Chapter 608, Fla. Stat.

William M. Ferree  
William M. Ferree, Registered Agent

Corp\ferree\articles

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2004 DEC 10 PM 2:06  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA