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ANDREW T. BRAUN P.O. BOX 490417 LEESBURG, FLORIDA 34749-0417

January 8, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Smokehouse Ranch, LLC

Dear Sirs:

Enclosed please find the following:

- 1. Original Articles of Organization of Smokehouse Ranch, LLC.
- 2. Original Certificate of Designation of Registered Agent/Registered Office
 - 3. Conformed copies of each of the above documents
- 4. Check in the amount of \$125.00 for the filing fee and designation of agent made payable to the State of Florida.

Please file the enclosed documents immediately for Smokehouse Ranch, LLC. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,

Andrew T. Braur

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Enclosure

ARTICLES OF ORGANIZATION OF SMOKEHOUSE RANCH, LLC

<u>Article i</u>

The name of the limited liability company ("Company") is SMOKEHOUSE RANCH, LLC.

Article II

The mailing address of the Company is P.O. Box 490417, Leesburg, Florida 34749-0417 and street address of the Company's principal office is 6585 Sunnyside Drive, Leesburg, Florida 34748. The members shall have the power and authority to establish branch offices, or to change the location of the principal office, to such other places as the members may designate.

Article III

The period of duration for the Company is perpetual.

Article IV

The name of the Company's initial registered agent in Florida is Andrew T. Braun. The address of the Company's registered office in Florida is 6585 Sunnyside Drive, Leesburg, Florida 34748.

<u>Article V</u>

The management of the Company shall be vested in the members. The names and addresses of the members are:

Andrew T. Braun John J. Stoer Roger Beyers 6585 Sunnyside Drive, Leesburg, FL 34748 1317 W. Citizens Blvd.., Leesburg, FL 34748

1307 S. 9th Street, Leesburg, FL 34748

Article VI

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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<u>Article VII</u>

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 as provided in the Company's Operating Agreement.

Article VIII

The Company has been formed for the purpose of acquiring, owning, and managing real property for conservation and recreational use and to conduct or promote any lawful business or purpose permitted by the laws of the State of Florida.

Article IX

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested entirely in the Members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the Members.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the Members, has executed these Articles of Organization on this 3rd day of January 2005, at Leesburg, Florida.

Andrew T. Braun

Authorized Representative

(In accordance with Section 608.408(2) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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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 SMOKEHOUSE RANCH, LLC.
 - 2. The name and address of the Registered Agent and Office is:

ANDREW T. BRAUN 6585 Sunnyside Drive Leesburg, Florida 32748

SMOKEHOUSE RANCH, LLC

By:

ANDREW T. BRAUN

Having been named as Registered Agent to accept service of process for the above-named 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.

Dated:

1/05

NDREW T. BRAUN

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