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May 26, 2005

### CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

JEH TUES		
Miller Downtown Properties, L.L.C.		
Filing Evidence  □ Plain/Confirmation Co		
□ Certified Copy	□ Certificate of Good Standing	
	□ Articles Only	
Retrieval Request  □ Photocopy	<ul> <li>□ All Charter Documents to Include Articles &amp; Amendments</li> <li>□ Fictitious Name Certificate</li> </ul>	
□ Certified Copy	□ .Other	
NEW FILINGS	AMENDMENTS	
Profit	Amendment	
Non Profit	Resignation of RA Officer/Director	
X Limited Liability	Change of Registered Agent	
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Other	Merger	
OTHER FILINGS	REGISTRATION/QUALIFICATION	
Annual Reports	Foreign	
Fictitious Name	Limited Liability	
Name Reservation	Reinstatement	
Reinstatement	Trademark	
	Other	

# ARTICLES OF ORGANIZATION

MILLER DOWNTOWN PROPERTIES, L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the undersioned organizer, Corey J. Miller, hereby adopts the following Articles of J. C. C. "" the Undersioned organizer of the Florida Limited Liability ("The Undersioned Organizer of the Undersioned Company Act"), the undersigned organizer, Corey J. Miller, hereby adopts the following Articles of Organization.

#### **ARTICLE I**

NAME: The name of the limited liability company shall be: Miller Downtown Properties, L.L.C.

#### ARTICLE II

**TERM**: The existence of the limited liability company will be perpetual.

#### ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is: 218 Pine Street, Lakeland, Florida 33801.

#### ARTICLE IV

**REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent of the limited liability company are:

Corey J. Miller 218 Pine Street Lakeland, Florida 33801

#### ARTICLE V

MANAGEMENT: the company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs member having equal management authority. The 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 address of the members of the company are:

Name:

Address:

Corey J. Miller

218 Pine Street

Lakeland, Florida 33801

Jaimi Lee Miller

218 Pine Street

Lakeland, Florida 33801

#### ARTICLE VI

ADMINISTRATION OF NEW MEMBERS: 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 regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become member unless all other members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

#### ARTICLE VII

**ORGANIZER**: The name and address of the organizer is:

Corey J. Miller 218 Pine Street Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Lakeland, Florida, on this **Z** State day of May, 2005.

STATE OF FLORIDA COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 25th day of May, 2005, by Corey J.

Miller, who is personally known.

My commission expires:

RACHEL L. GOLDIZEN
MY COMMISSION # DD 170073
EXPIRES: January 21, 2007
Bonded Thru Notary Public Underwriters

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, Miller Downtown Properties, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is Miller Downtown Properties, L.L.C.
- 2. The name and street address of the registered agent in Florida are:

Corey J. Miller 218 Pine Street Lakeland, Florida 33801

The undersigned, being the person named in the articles of organization of Miller Downtown Properties, L.L.C., as the registered agent of the limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent