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(City/State/Zip/Phone #)

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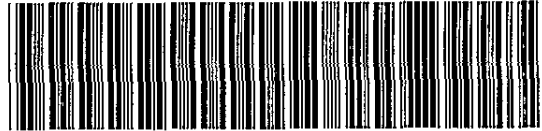
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STATE REGISTRATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



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July 5, 2005

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

Justin Rae Properties, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
☐ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include
Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**FLORIDA LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

Pursuant to Florida Statutes Chapter 608, "The Florida Limited Liability Company Act", as amended, the below named entity adopts these Articles of Organization, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is:

Justin Rae Properties, LLC

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is:

P.O. Box 928
Windermere, Florida 34786

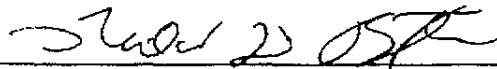
8919 Conroy-Windermere Road
Orlando, Florida 32835

ARTICLE III - REGISTERED AGENT.

The name and the Florida street address of the registered agent is:

Miller, South, Milhausen & Carr, P.A.
c/o Richard D. Baxter, Esq.
2699 Lee Road, Suite 120
Winter Park, FL 32789
Telephone (407) 539-1638
Facsimile (407) 539-2679

Having been named as registered agent and 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



Richard D. Baxter, Shareholder/Registered Agent's Signature

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ARTICLE IV - MANAGEMENT.

(Check the appropriate box and complete the statement)

☒ The Limited Liability Company (LLC) is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Richard L. Carr
8919 Conroy-Windermere Road
Orlando, Florida 32835

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS.

The right to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of the Limited Liability Company, as the same may be amended from time to time.

ARTICLE VI - EFFECTIVE DATE; PERPETUAL EXISTENCE

These Articles of Organization shall be effective and this Limited Liability Company's existence shall commence upon the filing of these Articles of Organization by the Secretary of State. Thereafter, this Limited Liability Company shall exist perpetually, except as otherwise provided by Sections 608.441, 608.448 and 608.449 of the Florida Statutes.



Signature of a member or a representative of the member

Richard L. Carr

(Typed name of member or representative of a member)

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)