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05 SEP - 1 PM 1:01
SECOND JUDICIAL CIRCUIT
TALLAHASSEE FLORIDA

BIRD & LEINBACK, P.L.
ATTORNEYS AT LAW
P.O. BOX 247
MONTICELLO, FL 32345



165 E. Dogwood Street

850-997-3503
(fax) 850-997-7109

August 29, 2005

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

Re: WNN Properties, LLC

Dear Sir/Madam:

Enclosed please find my check #2498 in the amount of \$130.00, which covers the cost of filing for WNN Properties, LLC, along with the original signed document and one copy of the Article of Incorporation and Certificate of Registered Agent. Please return my copies in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Should you have any questions concerning the above, please contact me.

Very truly yours,

T. Buckingham Bird

TBB/ds

Enclosures as stated

**ARTICLES OF ORGANIZATION
OF
WNN PROPERTIES, LLC**

The Articles of Organization following are adopted for the purpose of organizing a Company under the Florida Limited Liability Company, Act, Chapter 608, Florida Statutes.

ARTICLE I

Name and Address of Company

The name of the limited liability company (hereinafter referred to as the "Company") is **WNN PROPERTIES, LLC**. The Company's street address is 186 Willis Road, Monticello, Florida 32344; it's mailing address is 186 Willis Road, Monticello, Florida 32344.

ARTICLE II

Commencement, Duration and Power of Company

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.44, unless continued by the unanimous consent of all remaining members, and the Company shall have the power to conduct all lawful business permitted by the Laws of Florida and of the United States.

ARTICLE III

Management

The following person shall serve as the Company's initial managers and shall serve until the first annual meeting of the membership or until his successor is elected and qualified:

Michael T. Willis
Frank J. Novak, III
Robert A. Novak

Thereafter, the Company will be managed by a manager or managers elected annually, as provided in the regulations of the Company.

05 SEP - 1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE IV

Admission of Additional Members

Additional members may be admitted to the Company but only if all the current members agree to the admission of the additional members and to the terms of such admission as provided in the Operating Agreement and Regulations of the Company as from time to time amended.

ARTICLE V

Assignment of Member's Interest; Rights of Assignee

A member's interest in the Company shall not be assignable, in whole or in part, except as expressly set forth in the Company's Operating Agreement and Regulations and an assignee of a member's interest pursuant to the Operating Agreement and Regulations, as from time to time amended, shall not become a member without the written consent of all members other than the assigning member. As provided in Section 608.432(3), F. S., the Operating Agreement and Regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a membership certificate and such certificate shall bear a legend referencing the restriction imposed upon assignment or alienation of a member's interest set forth in the Article V and the Operating Agreement and Regulations.

ARTICLE VI

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VII

Registered Agent and Office

The Name of the Company's initial registered agent is **MICHAEL T. WILLIS** and the street address of the Company's initial registered office is 186 Willis Road, Monticello, Florida 32344.


ARTICLE VIII

Operating Agreement and Regulations

The members of the Company have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, I execute my signature on this 15th day of August, 2005.


MICHAEL T. WILLIS, Organizer

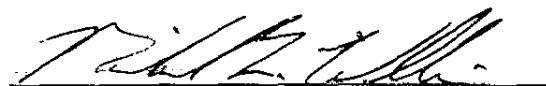

FRANK J. NOVAK, III, Organizer

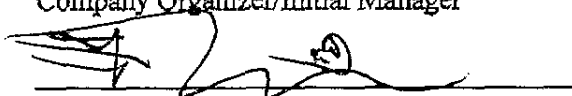

ROBERT A. NOVAK, Organizer

CERTIFICATE OF RESIDENT AGENT AND OFFICE DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, **WNN PROPERTIES, LLC**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 186 Willis Road, Monticello, Florida 32344, has named **MICHAEL T. WILLIS** as registered agent at 186 Willis Road, Monticello, Florida 32344.

Executed:


MICHAEL T. WILLIS
Company Organizer/Initial Manager


FRANK J. NOVAK, III
Company Organizer/Initial Manager


ROBERT A. NOVAK
Company Organizer/Initial Manager

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:


WNN PROPERTIES, LLC

2. The Name and address of the registered agent and office is:

Michael T. Willis
186 Willis Road
Monticello, Florida 32344



MICHAEL T. WILLIS, Managing Partner
8-15, 2005

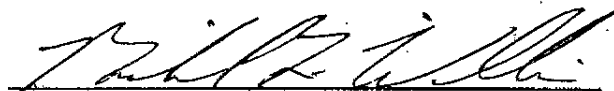


FRANK J. NOVAK, III, Managing Partner
8-15, 2005



ROBERT A. NOVAK, Managing Partner

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

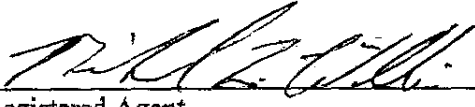


MICHAEL T. WILLIS
August 15, 2005

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Company, at the place designated above, I hereby accept the appointment and agree to act in such capacity; and, further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Executed:

 8-15-05
Registered Agent