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FT. LAUDERDALE, FL 33309
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FAX 954.332.0052

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SARASOTA, FL 34232
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Tallahassee

December 20, 2005

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Division of Corporations
409 E. Gaines Street
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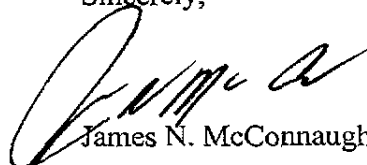
RE: Articles of Organization: The Cedars Partnership, LLC

Dear Sir/Madam:

Enclosed please find the completed Articles of Organization for the above Florida Limited Liability Company and a check in the amount of \$125.00 which represents the filing fee and fee for Designation of Registered Agent for the above referenced LLC.

Please advise if additional information is needed.

Sincerely,


James N. McConnaughay

JNM:csj
Enclosures

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TALLAHASSEE, FLORIDA

205-5576



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2005

JAMES N. MCCONNAUGHAY
MCCONNAUGHAY, DUFFY ET AL., P.A.
1709 HERMITAGE BLVD, SUITE 200
TALLAHASSEE, FL 32308

SUBJECT: THE CEDARS PARTNERSHIP, LLC
Ref. Number: W05000055762

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

We have received your document for THE CEDARS PARTNERSHIP, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of an LLC cannot include the term "Partnership," because this term is reserved for use by Partnerships. Please choose another name and correct your document throughout. Please also note that although the term "Partnership" is not acceptable, LLC names can include the word "Partners."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 105A00072823

ARTICLES OF ORGANIZATION
OF
THE CEDARS PARTNERS, LLC

The undersigned Members hereby file these Articles of Organization in order to form a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I.

Name

The name of the Company shall be THE CEDARS PARTNERS, LLC and its mailing address shall be 2201 Trescott Drive, Tallahassee, Florida 32308.

ARTICLE II.

Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Death, Retirement, Resignation, Etc. of a Member

The remaining Members, if more than one, shall have the right to continue to carry on the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a member in a limited liability company.

ARTICLE IV.

Admission of Additional Members

Except as otherwise provided in the Regulations, new members may be admitted by agreement of all existing Members upon payment of contribution agreed upon by the Members at the time of admission.

ARTICLE V.

Management by the Members

Management of the Company is reserved to the members. The initial managing Members and their addresses are: James N. McConnaughay, 2201 Trescott Drive, Tallahassee, FL 32308 and Elaine H. McConnaughay, 2201 Trescott Drive, Tallahassee, FL 32308.

ARTICLE VI.

Duration of Company's Existence

The Company shall exist until dissolved according to law.

ARTICLE VII.

Address of Registered Office, Registered Agent and Principal Office

The address of the initial registered office and principal office of the Company in the State of Florida shall be 2201 Trescott Drive, Tallahassee, Florida 32308. The name of the registered agent of the Company at the above address shall be James N. McConnaughay. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

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ARTICLE VIII.

Transactions in Which Members

Are Interested.

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's Member(s) are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Member(s) are present at or participate in the meeting of the Members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Members or the committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose, without counting the votes or consents of such interested Members; or

(2) The fact of such relationship or interest is disclosed or known to the Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested Members may be counted in determining the presence of a quorum at a meeting of the Members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

Indemnification of Members and Managers

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Member or manager of the Company or a Member, manager, Director, officer, employee or agent of any other company, partnership, joint venture, trust or other enterprise in which he served at the request of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X

Amendment

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon Members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being an original subscribing Member to the foregoing Articles of Organization has hereunto set his/her hand and seal this 20th day of December, 2005.

(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.)



JAMES N. McCONNAUGHAY


ELAINE H. McCONNAUGHAY

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 608.415, the following is submitted:
THE CEDARS PARTNERS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 2201 Trescott Drive, Tallahassee, Florida 32308 as its initial Registered Office and has named James N. McConnaughay III located at said address, as its initial Registered Agent.

By: 
James N. McConnaughay
Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


James N. McConnaughay

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