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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904)739-9747
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WIN Properties, LLC

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**ARTICLES OF ORGANIZATION
OF
WIN PROPERTIES, LLC**

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The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be WIN Properties, LLC.

ARTICLE 2.0

The period of its duration may not exceed 40 years from the date of filing with the Department of State.

ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to hold, own and manage real property. The company may also engage in any legal business or investment activity as the Manager may from time to time determine.

ARTICLE 4.0

The location of the principal office shall be 6900 Wheat Road, Jacksonville, Florida 32244 and the mailing address of the Limited Liability Company shall be P.O. Box 440819, Jacksonville, FL 32222-0014.

ARTICLE 5.0

This Limited Liability Company shall at all times constitute a single member limited liability company and no additional Members shall be admitted for any reason or purpose.

ARTICLE 6.0

In accordance with IRC Section 301.7701(c)(2), this Limited Liability Company shall constitute a disregarded entity for federal income tax purposes.

ARTICLE 7.0

The Limited Liability Company shall be managed by its Member and the name and address of the initial managing Member is as follows:

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Women in Need, Inc., a Florida non-profit corporation
P.O. Box 440819
Jacksonville, Florida 32222-0014

ARTICLE 8.0

The Member may withdraw its interest in the Company and receive a Distribution of its interest in the Company only upon the affirmative vote of the Manager. Furthermore, the Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the Manager. Any distribution from the Company to the Member, including distributions upon dissolution, shall be made or paid directly to the Member.

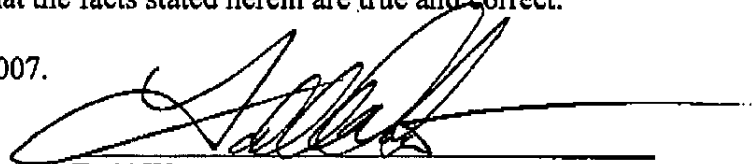
ARTICLE 9.0

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless its Member and Managing Member from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 4th day of April, 2007.



Todd Watson, Attorney at Law

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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 that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is WIN Properties, LLC.

2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

Having been named as registered agent and to accept service of process for the above stated 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.


Registered Agent

Dated: April 4, 2007

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