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From:

Account Name : MILAM HOWARD, ET.AL.
Account Number : I20000000206
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Spencer-Bell Properties, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
SPENCER-BELL PROPERTIES, LLC**

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Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be Spencer-Bell Properties, LLC.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 2105 Park Avenue, Suite 5, Orange Park, Florida 32226.

**ARTICLE III
REGISTERED AGENT**

The initial registered office of this Company shall be 14 East Bay Street, Jacksonville, FL 32202, and its initial registered agent at such office shall be Milam Howard Nicandri Dees & Gillam, P.A.

Prepared by G. Alan Howard, Esq.
Milam Howard Nicandri Dees & Gillam, P.A.
14 East Bay Street
Jacksonville, Florida 32202
(904) 357-3660

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**ARTICLE IV
MANAGEMENT OF THE COMPANY**

This Company will be managed in accordance with and subject to the requirements of the Act and the operating agreement of this Company.

IN WITNESS WHEREOF, the undersigned, as an authorized representative for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407 of the Act.

SPENCER-BELL PROPERTIES, LLC

By 

G. Alan Howard

Authorized Representative for Member

Dated: November 7, 2007

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Spencer-Bell Properties, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Milam Howard Nicandri Dees & Gillam, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 14 East Bay Street, Jacksonville, Florida, 32202.

SPENCER-BELL PROPERTIES, LLC

By: 

G. Alan Howard

Authorized Representative for Member

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Dated: November 7, 2007

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, we hereby agree to accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of my position as registered agent.

DATED this 7th day of November, 2007.

By: 

G. Alan Howard, President

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