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(City/State/Zip/Phone #)

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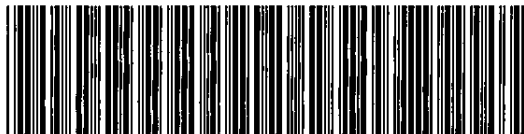
(Business Entity Name)

(Document Number)

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12/18

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

1501 SOUTH FLORIDA AVENUE
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625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

December 12, 2007

Lakeland Office

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

Re: Florida For Sale By Owner Exchange, LLC

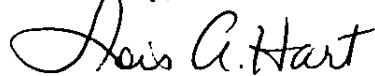
Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization and Acceptance of Registered Agent for Florida For Sale By Owner Exchange, LLC. Also enclosed is a check in the amount of \$125.00 to cover the cost of filing same.

Please file the enclosed Articles and send us confirmation in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Sincerely,



Lois A. Hart, Legal Assistant to
Peter J. Munson, Esquire

LAH/s

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLORIDA FOR SALE BY OWNER EXCHANGE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

PETER J. MUNSON, ESQUIRE
(Name of Person)

MACFARLANE FERGUSON & MCMULLEN
(Firm/Company)

1501 SOUTH FLORIDA AVENUE
(Address)

LAKELAND, FLORIDA 33803
(City/State and Zip Code)

For further information concerning this matter, please call:

PETER J. MUNSON at (863) 680-9908
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|---|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

OF

FLORIDA FOR SALE BY OWNER EXCHANGE, LLC

SECRET
DIVISION

07 DEC 17 PM 3:12

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **FLORIDA FOR SALE BY OWNER EXCHANGE, LLC**.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 1400 South Florida Avenue, Lakeland, Florida 33803, and its mailing address is the same.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in real estate related transactions and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Lynnwood B. Smith, 1400 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

ARTICLE VI - ADDITIONAL MEMBERS

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE VII - CONTINUATION OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by its Members. The initial members shall be Lynnwood B. Smith, whose address is 1400 South Florida Avenue, Lakeland, Florida 33803, and Roger D. Scoles, whose address is 1425 Meadows Pond Drive, Bartow, Florida 33830. The signature of the Members of the Company signing on behalf of the Company

or the signature of a person designated as an officer of the Company under the Regulations may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

ARTICLE IX - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 11 day of December, 2007.

 (SEAL)
LYNNWOOD B. SMITH, Member

 (SEAL)
ROGER D. SCOLES, Member

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Lynnwood B. Smith and Roger D. Scoles, who [☒] are personally known to me or who [☐] produced _____ as identification.

WITNESS my hand and official seal this 11th day of December, 2007, at Lakeland, Florida.

(NOTARIAL SEAL)



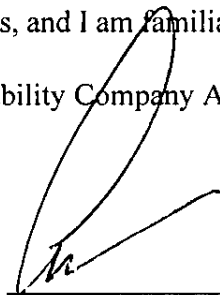
TERI J. WARD
MY COMMISSION # DD 304885
EXPIRES: March 29, 2008
Bonded Thru Budget Notary Services


Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for **FLORIDA FOR SALE BY OWNER EXCHANGE, LLC**, at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 11 day of December, 2007.

A handwritten signature in black ink, appearing to read 'Lynnwood B. Smith', is written over a horizontal line.

LYNNWOOD B. SMITH