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TITO S. SMITH
ATTORNEY AT LAW
POST OFFICE BOX 1354
601 ST. JOHNS AVENUE
PALATKA, FLORIDA 32178

TELEPHONE (904) 328-6778
FACSIMILE (904) 329-1133

October 6, 1995

FILED
23 OCT 23 PM 4:42
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200001609442
-10/12/95--01086--005
***337.50 ***337.50

Re: A & S Properties, L.C.
Articles of Incorporation

Dear Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for A & S Properties, L.C., a Florida Limited Liability Company. In addition you will find enclosed my check in the sum of \$336.59, representing the following fees:

Filing Fee	\$ 250.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$ <u>337.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you in advance for your assistance in this matter.

Sincerely,



Tito S. Smith

TSS/lkb

Enclosures

789,502,671
2095-20626

BROWN OCT 23 1995

TITO S. SMITH

ATTORNEY AT LAW
POST OFFICE BOX 1354
601 ST. JOHNS AVENUE
PALATKA, FLORIDA 32178

TELEPHONE (904) 328-6778
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October 20, 1995

Ms. Doris Brown
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: A & S Timber Properties, L.C.
Ref. No. W95000020626

Dear Ms. Brown:

In accordance with our telephone conversation of this morning we are enclosing herewith the revised documents for the above-referenced Limited Liability Company. We trust the name change is sufficient for filing but if there is any further problem please call us collect at our office. We are also enclosing herewith a Federal Express return package for the certified copy of the Articles.

Thank you for your continued courtesies in this matter.

Sincerely,



Tito S. Smith

TSS/lkb

Enclosures

FEDERAL EXPRESS DELIVERY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1995

TITO S. SMITH, ESQ.
POST OFFICE BOX 1354
PALATKA, FL 32178

SUBJECT: A & S PROPERTIES, L.C.
Ref. Number: W95000020626

We have received your document for A & S PROPERTIES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 995A00046730

FILED
55 OCT 23 11:14:42
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

A & S TIMBER PROPERTIES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I: Name and Principal Place of Business

The name of the Limited Liability Company shall be: A & S TIMBER PROPERTIES, L.C., and its principal office shall be located at 601 St. Johns Avenue in the City of Palatka, County of Putnam, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II: Purpose and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transaction, shall be as follows:

- a. To engage in any activity or business authorized under the Florida Statutes.
- b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might our could do.

- c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property and property so acquired.
- d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel or rescind any of such contracts.
- e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in this Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities or limited liability companies for profit.
- f. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either loan or an association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with

the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, they shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida Laws, lawfully carry on, exercise, or do.

ARTICLE III: Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article and the regulations of the Limited Liability Company may be amended from time to time by unanimous vote of the members of the Limited Liability Company.

ARTICLE IV: Management

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

TITO S. SMITH	601 St. Johns Avenue Palatka, Florida 32177
KELLEY SMITH, JR.	Rt. 2, Box 1746 Palatka, Florida 32177
CHARLES E. ALFORD, SR.	Rt. 1, Box 2000 Palatka, Florida 32177
BRYAN T. ALFORD	Rt. 1, Box 2000 Palatka, Florida 32177
CHARLES E. ALFORD, JR.	Rt. 1, Box 2000 Palatka, Florida 32177
KATHRYN A. CLAPP	Rt. 1, Box 2000 Palatka, Florida 32177

All instruments or documents providing for the acquisition, mortgage or disposition of property of the Limited Liability Company shall be valid and binding upon the Company if they are executed by one member of the Smith Family and one member of the Alford Family.

ARTICLE V: Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 VI: Capital Contributions

Capital contributions in the amount of \$146,000.00 cash shall be paid to the Limited Liability Company by the six (6) members so that Tito S. Smith and Kelley Smith shall contribute fifty (50%) percent and Charles E. Alford, Sr., Bryan T. Alford, Charles E. Alford, Jr., and Kathryn A. Clapp shall contribute fifty (50%) percent. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members. Members will make contributions in shares equal to their initial contribution.

ARTICLE VII: PROFITS AND LOSSES

A. **Profits.** The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to a distributive share of the profits equal to their percentage of capital contribution. The distributive share of the profits shall be determined and paid to the members annually.

B. **Losses.** All losses that occur in the operation of the Limited Liability Company shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares equal to this initial capital contribution.

ARTICLE VIII: DURATION


This Limited Liability Company shall exist until January 15, 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX: INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the Limited Liability Company is 601 St. Johns Avenue, City of Palatka, County of Putnam, State of Florida, and the name of the Company's initial registered agent at that address is Tito S. Smith.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of A & S TIMBER Properties, L.C.

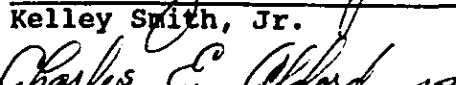
Executed by the undersigned at Palatka, Putnam County, Florida, this 5th day of October, 1995.




Tito S. Smith



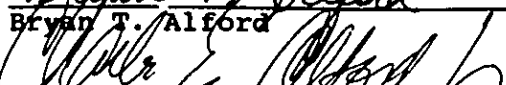
Kelley Smith, Jr.



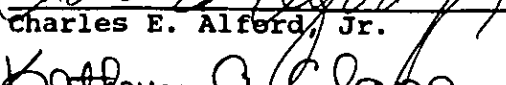
Charles E. Alford, Sr.



Bryan T. Alford



Charles E. Alford, Jr.



Kathryn A. Clapp

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of A & S Timber Properties, L.C., deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$146,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ N/A. The description of the property is attached and made a part hereof.
4. Total amount of cash or property anticipated to be contributed by members is \$146,000.00. This total includes amounts from Paragraph 2 and 3, above.

Dated this 5th day of October, 1995.

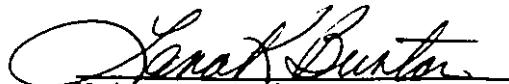


Tito S. Smith

In Accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation of the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA
COUNTY OF PUTNAM

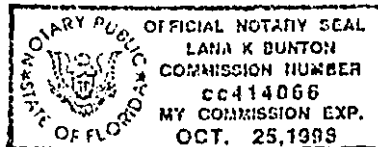
I HEREBY CERTIFY that on this 5th day of October, 1995, the foregoing instrument was acknowledged before me by TITO S. SMITH, who is personally known to me and who did take an oath.



Notary Public
Commission No. CC414066

LANA K. BUNTON

Name of Notary typed,
printed or stamped



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESSES MAY BE SERVED.

In pursuance of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following Statement and designates the Resident Agent/Resident Office in the State of Florida.


1. The name of the Limited Liability Company is A & S TIMBER PROPERTIES, L.C.

2. The name and address of the resident agent and office is TITO S. SMITH, 601 St. Johns Avenue, Palatka, Florida, 32177.

ACKNOWLEDGMENT

HAVING BEEN named as Resident 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 Resident 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 Resident Agent.

DATED this 24 day of October, 1995.


TITO S. SMITH

RECEIVED
STATE OF FLORIDA
23 OCT 23 PM 4:42

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR -6 PH 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000802

A & S TIMBER PROPERTIES, L.C.
601 ST. JOHNS AVENUE
PALATKA FL 32177

1a. Principal Place of Business Address
601 ST. JOHNS AVENUE
PALATKA FL 32177

QR
317

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/23/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/>

59-3341519

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
SMITH, TITO S 601 ST. JOHNS AVENUE PALATKA FL 32177		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
		800001738278 -03/11/96--01014--019 ***FL*** FL	

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	SMITH, TITO S	601 ST. JOHNS AVENUE	PALATKA FL
MEM	SMITH, KELLEY JR.	RTE. 2, BOX 1746	PALATKA FL
MEM	ALFORD, CHARLES E SR.	RTE. 1, BOX 2000	PALATKA FL
MEM	ALFORD, BRYAN T. <i>BRYAN T.</i>	RTE. 1, BOX 2000	PALATKA FL
MEM	ALFORD, CHARLES E JR.	RTE. 1, BOX 2000	PALATKA FL
MEM	CLAPP, KATHRYN A	RTE. 1, BOX 2000	PALATKA FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Titus Smith* 2/5/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #