

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0172

800-342-8086

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN NOV 14 1995

195-222-69

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 9, 1995

USE

CSG-NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CAMPBELL GROVES, L.C.
Ref. Number: W95000022269

We have received your document for CAMPBELL GROVES, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00049985

11-13-95
Re submitted
CSM

FILED
95 NOV -9 AM 7:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CAMPBELL GROVES, L.C.

The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, **CAMPBELL GROVES, L.C.**, and its principal place of business shall be in St. Lucie County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be 25 years, unless unanimously agreed otherwise by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 4690 Shinn Road, Fort Pierce, Florida 34945, and its mailing address shall be Post Office Box 14019, Fort Pierce, Florida 34979.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 401-A South Indian River Drive, Fort Pierce, Florida 34950, and the name of its initial registered agent is Frank H. Fee, III, Esquire.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon 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 upon unanimous consent of such remaining members.

ARTICLE VI

PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII

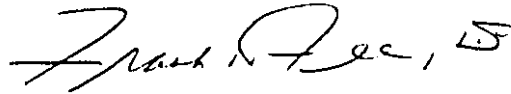
CAPITAL CONTRIBUTIONS AND AFFIDAVIT

Capital contributions in the initial aggregate amount of Three Thousand Dollars (\$3,000.00) cash shall be paid by the members of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
Charles M. Campbell 4080 SE Old St. Lucie Blvd. Stuart, FL 34994	\$1,000.00	33 1/3%
Charles M. Campbell, Jr. 506 N.E. 3rd Street Okeechobee, FL 34972	\$1,000.00	33 1/3%
John D. Campbell Post Office Box 97 Keenansville, FL 32739	\$1,000.00	33 1/3%
TOTALS	\$3,000.00	100%

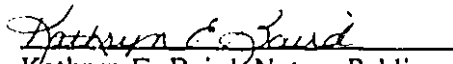
It is anticipated that additional capital contributions will be made by the members as are required for investment purposes, and as determined by unanimous consent of the members.

CERTIFIED TRUE AND CORRECT:



FRANK H. FEE, III, ESQUIRE

SWORN TO AND SUBSCRIBED before me,
this 7th day of November, 1995.


Kathryn E. Baird, Notary Public
State of Florida at Large
My Commission Expires: 9-7-99



ARTICLE VIII

PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with generally accepted accounting principles. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. **Charles M. Campbell**, whose address is 4080 SE Old St. Lucie Boulevard, Stuart, Florida 34994, is hereby

designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of **CAMPBELL GROVES, L.C.**

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 7th day of November, 1995.

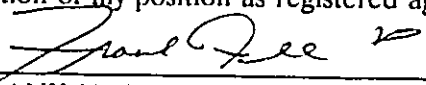
CHARLES M. CAMPBELL
CHARLES M. CAMPBELL, JR.
~~JOHN D. CAMPBELL~~

By: 

FRANK H. FEE, III, ESQUIRE
Attorney at Law
Authorized Representative
Pursuant to §608.407,
Florida Statutes

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


FRANK H. FEE, III, ESQUIRE

DATE: Nov. 7, 1995

IN RE: ARTICLES OF ORGANIZATION
OF
OF CAMPBELL GROVES, L.C.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared **FRANK H. FEE, III**, who, after first being duly sworn, did depose and say that:

1. He is authorized representative, attorney and agent in this behalf for the members named in the Articles of Organization for Campbell Groves, L.C., and as such is authorized to make this sworn statement; and

2. The limited liability company, Campbell Groves, L.C., has at least two (2) members; and

3. The actual amount of cash contributed as capital to the limited liability company, Campbell Groves, L.C., is \$3,000.00; and

4. There is no property contributed as capital to the limited liability company, Campbell Groves, L.C., other than cash in the amount of \$3,000.00, and for which there is an agreed value; and

5. The total amount of cash or property anticipated in the future to be contributed by the members of Campbell Groves, L.C., is cash in the approximate amount of \$6,500,000.00; and

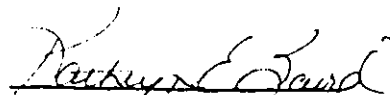
6. This Affidavit is made and given in conformity with the provisions of
Section 608.407(2), Florida Statutes.

Further Affiant Sayeth Not.



FRANK H. FEE, III

SWORN TO AND SUBSCRIBED before me
this 5th day of November, 1995,
by Frank H. Fee, III, who is
personally known to me.


KATHRYN E. BAIRD Notary Public

State of Florida at Large

My Commission Expires: 9-7-99

My Commission Number: CC 469215

