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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
215 N EOLA DR

ORLANDO FL 32801-

CONTACT: CINDA M. FARREN

PHONE: (407) 843-4600

FAX: (407) 423-4495

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: AUTUMN PROPERTIES, L.C.

FAX AUDIT NUMBER: H95000013444

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95 NOV 30 AM 10:48

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11/15/95 11:58 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1995

CINDA M. FARREN
LOWNDES, DROSDICK, DOSTER, ET AL.
215 N. EOLA DR.
ORLANDO, FL 32801

The name AUTUMN PROPERTIES, LLC has been reserved for 120 days beginning November 15, 1995. The reservation number is R95000005184 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 495A00050632

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ARTICLES OF ORGANIZATION
OF
AUTUMN PROPERTIES, L.C.

ARTICLE I - NAME

The name of this limited liability company is AUTUMN PROPERTIES, L.C.
(the "Company").

ARTICLE II - DURATION

The Company shall be dissolved on December 31, 2024.

ARTICLE III - PURPOSE

The purpose for which this Company is formed is to own real estate for investment and rental purposes and to conduct such other business as may be legal in the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of the Company shall be at 5155 SE 44th Avenue/Road, Ocala, Florida 34480.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 5155 SE 44th Avenue/Road, Ocala, Florida 34480, and the name of the initial registered agent of this Company at that address is Michael Wilkinson.

ARTICLE VI - INITIAL CONTRIBUTION

The total amount of cash contributed to the Company shall be \$6,000.

This instrument was prepared by:
James F. Heekin, Jr., Esq.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
Post Office Box 2809
215 N.Eola Drive
Orlando, Florida 32802-2809
(407)843-4600
Florida Bar Number: 0302694

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Autumn Properties, L.C.
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ARTICLE VII - ADDITIONAL CONTRIBUTIONS

Additional contributions shall be made by all Members of the Company in an amount not to exceed \$19,000 .

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members. A proposed additional Member of the Company shall be admitted as a Member upon the affirmative vote of a majority of the Members of the Company.

ARTICLE IX - CONTINUATION

The remaining Members of the Company may agree by the affirmative vote of a majority of such Members to continue the business and affairs of the Company in the event of the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE X - REGULATIONS

The initial regulations of the Company shall be adopted by the Members of the Company. The Members of the Company may, by a majority vote, alter, amend or repeal the initial regulations of the Company and adopt new regulations of the Company.

ARTICLE XI - MANAGEMENT BY MEMBERS

The business and affairs of the Company shall be managed by the Members. The names and addresses of the managing Members are as follows:

Michael Wilkinson

5155 SE 44th Avenue/Road
Ocala, Florida 34480

Debra Wilkinson

5155 SE 44th Avenue/Road
Ocala, Florida 34480

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IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this 27th day of November, 1995.


Michael Wilkinson


Debra Wilkinson

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in Article V of these Articles of Organization, I, Michael Wilkinson, 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.


Michael Wilkinson

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Michael Wilkinson, who after being duly sworn, deposes and says as follows:

1. I am a member of AUTUMN PROPERTIES, L.C. (the "Company"). The Company has at least two members.

2. \$6,000 in cash and no other property will initially be contributed to the Company by its members. The members of the Company anticipate contributing further cash in the total additional amount of \$19,000.

FURTHER AFFIANT SAYETH NAUGHT.


Michael Wilkinson, Member

SWORN TO AND SUBSCRIBED before me this 27th day of November, 1995, by Michael Wilkinson, who took an oath and who is personally known to me or produced _____ as identification.

Printed Name: _____

NOTARY PUBLIC, State of Florida

Commission No. _____

My Commission Expires: _____

(Notary Seal)



DOROTHY GLANZER
MY COMMISSION # 00400000 EXPIRES
September 8, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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MARION COUNTY
FLORIDA


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2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

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36 JUN 19 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company AUTUMN PROPERTIES, L.C. 5155 S.E. 44TH AVENUE/ROAD OCALA FL 34480	DOCUMENT # L95000000917
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1a. Principal Place of Business Address 5155 S.E. 44TH AVENUE/ROAD OCALA FL 34480

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

2. Principal Place of Business Suite, Apt. #, etc City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc City & State Zip Country	3. Date Organized or Qualified 11/30/1995	3a. State of Formation FL	4. FEI Number 59-3350280 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	5. Date of Last Report	6. Certificate of Status Desired \$3.75 Additional Fee Required <input type="checkbox"/>
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7. Name and Address of Current Registered Agent WILKINSON, MICHAEL 5155 S.E. 44TH AVENUE/ROAD OCALA FL 34480	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) 500001873209 Suite, Apt. #, etc -06/24/96---01033---017 ***263.75 ***263.75 City FL Zip Code
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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 reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	WILKINSON, MICHAEL	5155 S.E. 44TH AVENUE/ROAD	OCALA FL 34480
MEM	WILKINSON, DEBRA	5155 S.E. 44TH AVENUE/ROAD	OCALA FL 34480

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:  **6/15/96** **352-194-224**
SIGNATURE AND FILED ON INSTANTLY NAME OF SERVING MANAGING MEMBER OR MANAGER