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VAN HOUTEN & PONDER, P.A.  
ATTORNEYS AT LAW

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APR 22 1996

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Daytona Beach, Florida 32114

Telephone (904) 257-1777  
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ATTORNEYS' TITLE INSURANCE FUND, INC.  
CORPORATION ORDER FORM

RETURN TO  
P.A.

FROM: MICHAEL A. VAN HOUTEN, ESQ.

DATE: APRIL 22, 1996

RE: GEMINI III, L.C.

PRODUCT: FILING OF CORPORATE DOCUMENTS

0000001792810  
-04/24/96--01061--003  
\*\*\*4285.00 \*\*\*4285.00

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Enclosed please find the following:

1. Letter to Secretary of State, along with a check in the amount of \$285.00.
2. Articles of Organization, Gemini III, L.C., a Florida Limited Liability Company.

Please file the above documents with the Secretary of State.  
Thank you for your assistance and please call if you have any questions.

FILED  
96 APR 23 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
4/23/96

VAN HOUTEN & PONDER, P. A.

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April 22, 1996

Secretary of State  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Gemini III, L.C., a Florida Limited Liability Company

Dear Sir or Madam:

Enclosed is the original plus one copy of the Articles of Organization of Gemini III, L.C. In addition, a check in the amount of \$285.00 is enclosed which represents the following fees:

Filing Fee:	\$250.00
Registered Agent Designation	<u>35.00</u>
	\$285.00

Please file the original of the enclosed Articles of Organization and return a copy to ~~the undersigned~~ ATTORNEYS' TITLE

Thank you in advance for your assistance.

Sincerely yours,

*Michael A. Van Houten*  
Michael A. Van Houten <sup>RS</sup>

/rs  
Enclosures

ARTICLES OF ORGANIZATION  
GEMINI III, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Limited Liability Company is GEMINI III, L.C.

ARTICLE II  
ADDRESS

The mailing address of the principal office of the Limited Liability Company is Post Office Box 9213, Daytona Beach, Florida 32120, and the street address is 1821 Business Park Boulevard, Daytona Beach, Florida 32114.

ARTICLE III  
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV  
MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

H. James Dial	P.O. Box 9213 Daytona Beach, FL 32120
Nidrah Dial	P.O. Box 9213 Daytona Beach, FL 32120

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: Terms and conditions to be determined by a majority vote of the managing members.

ARTICLE VI  
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

Witnesses:

Dennis Beck

H. James Dial  
H. James Dial

Jeannie Daniels

Nidrah Dial  
Nidrah Dial

STATE OF FLORIDA  
COUNTY OF VOLUSIA

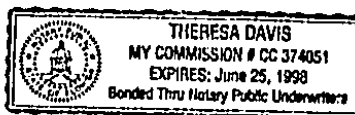
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. JAMES DIAL and NIDRAH DIAL, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and that I relied upon the following form of identification of the above-named persons: Personally Known to Me.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of April, 1996.

Theresa Davis  
Notary Signature

Theresa Davis  
Printed Notary Signature

My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
GEMINI IIX, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The undersigned member of the above-referenced Limited Liability Company 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 the cash necessary to purchase the property described below at Paragraph 3.
3. The agreed value of property other than cash contributed by members is \$1,175,000.00. A description of the property is attached and made a part hereof as Schedule A.
4. The total amount of cash or property anticipated to be contributed by the members is the total cash necessary to purchase the property referenced at 3 above. This total includes amounts from 2 and 3 above.

UNDER PENALTIES OF PERJURY, THE UNDERSIGNED AFFIRMS THAT THE FACTS STATED HEREIN ARE TRUE.

H. James Dial  
H. James Dial, Managing Member

Nidrah Dial  
Nidrah Dial, Managing Member

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. JAMES DIAL and NIDRAH DIAL, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and that I relied upon the following form of identification of the above-named persons: Personally Known to Me.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of April, 1996.

Theresa Davis  
Notary Signature

Theresa Davis  
Printed Notary Signature  
My Commission Expires:



**SCHEDULE A**  
**TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**Legal Description:**

Lots 9 to 15, both inclusive, and Lots 20 to 26, both inclusive, Block 3, Triton Beach, according to the map or plat thereof, as recorded in Map Book 1, Page 101, of the Public Records of Volusia County, Florida.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
GEMINI III, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY  
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF  
FLORIDA.

1. The name of the Limited Liability Company is Gemini III,  
L.C.
2. The name and address of the registered agent and office  
is:

Nidrah Dial  
c/o American National Acceptance Corporation  
1821 Business Park Boulevard  
Daytona Beach, Florida 32114

Having been named as registered 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  
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.

Nidrah Dial  
Nidrah Dial

Date: 4-22-96

496.60

FILED  
96 APR 23 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA