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Attorneys at Law

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C. LUDON ANCHORS
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C. JEFFREY MCINNIS
LAWRENCE KEEFE
HAMMON O. MARRKY, JR.**

AREA CODE 904
TELEPHONE 800-400-4
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*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

EFFECTIVE DATE

6-10-96

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: NORTH FLORIDA LEASING, L.L.C.

Dear Sir/Madam:

Enclosed is the original and one duplicate copy of the Articles of Organization for the captioned Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosures in order, please endorse your approval to the Articles of Organization on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

A check is also enclosed to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Organization, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you have any questions concerning the enclosures, please do not hesitate to call us. If you have no questions, please send us the Certificate of Organization once the same has been prepared. Your assistance in this matter will be appreciated.

Very truly yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.


William Scott Foster

WSF:bjc\Sec-State.ltr

Enclosures

FILED
96 JUN 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

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OF

96 JUN 14 PM 1:21

NORTH FLORIDA LEASING, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-10-96

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is NORTH FLORIDA LEASING, L.L.C., (the "Company").

ARTICLE II - PERIOD OF DURATION:

The period of duration of the Company shall be from the 10th day of June, 1996 (the date of subscription and acknowledgment of the Articles) until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32547.

ARTICLE V - INITIAL REGISTERED AGENT:

The name and street address of the initial registered agent in Florida for the Company is William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32547.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS:

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$100.00 in cash and no other property is being contributed to the Company at this time.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS:

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company

do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE IX - CONTINUITY OF BUSINESS:

Upon 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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE X - MANAGEMENT:

The Company is to be managed by its Members who will vote according to their proportionate interests in the Company and the Members shall have exclusive authority to act for the Company in all matters. The names and addresses of the current Members of the Company are Karen Sue Henninger and Kenneth L. Henninger, whose collective address is 3254 Bradley Road, Laurel Hill, Florida 32567.

ARTICLE XI - PARTIES FORMING COMPANY

The names and addresses of the Members forming this Company are Karen Sue Henninger and Kenneth L. Henninger, whose collective address, for purposes hereof, is 3254 Bradley Road, Laurel Hill, Florida 32567, and their authorized representative for purposes of executing these Articles of Organization and the attached Affidavit is William Scott Foster.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 10th day of June, 1996 as the authorized representative for the Members of the Company identified above.

By: 

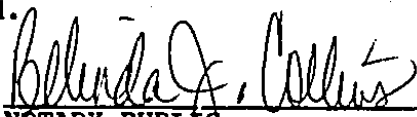
William Scott Foster

STATE OF FLORIDA

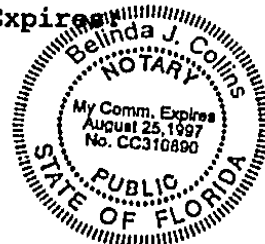
COUNTY OF OKALOOSA

On this 10th day of June, 1996, before me personally appeared William Scott Foster, the authorized representative of the sole Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


NOTARY PUBLIC

My Commission Expires



THIS INSTRUMENT PREPARED BY
ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547
Telephone: 904/863-4064
(NFL.LLC/Articles)

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

North Florida Leasing, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named WILLIAM SCOTT FOSTER, located at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated 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.


WILLIAM SCOTT FOSTER

DATED: 1-10-1996

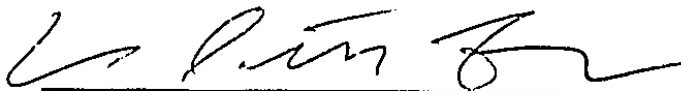
THIS INSTRUMENT PREPARED BY
ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547
Telephone: 904/863-4064
(NFL.LLC\Reg-Agt.Cer)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF NORTH FLORIDA LEASING, L.L.C.
(the "Company")

The undersigned, being the authorized representative of the Members of the Company, deposes and says:

- 1) The Company has at least two Members;
- 2) The total amount of cash contributed by the Members to the Company is \$100.00;
- 3) If any, the agreed value of property other than cash contributed by Members to the Company is \$ -0-; and a description of the property is attached hereto and made a part hereto.
- 4) The total amount of other cash or property anticipated to be contributed by the Members to the Company is \$ -0-.

Executed this 10th day of June, 1996.

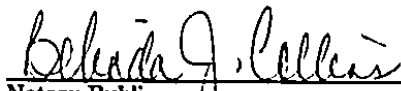


William Scott Foster
Authorized Representative

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

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 10th day of June, 1996.



Notary Public
My commission expires:



FILED
96 JUN 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA