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ACCOUNT NO. : 072100000032

REFERENCE : 007086 3652A

AUTHORIZATION :

COST LIMIT : \$ PPD

200001901712
-07/23/96--01069--003
****337.50 ****337.50

ORDER DATE : July 1, 1996

ORDER TIME : 11:20 AM

ORDER NO. : 007086

CUSTOMER NO: 3652A

CUSTOMER: Sue Casamassima, Legal Asst
KRASNY DETTMER THOMPSON
& JONES, P.A.
780 Apollo Boulevard

Melbourne, FL 32902

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 AM 10:08

DOMESTIC FILING

NAME: MCWILLIAMS PARTNERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

611-
W96-14890

285.00 F.F.
52.50 C.C.
337.50
File 249

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

July 17, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MCWILLIAMS PARTNERS, L.C.
Ref. Number: W96000014890

RESUBMIT
Please give original
submission date as file date.

We have received your document for MCWILLIAMS PARTNERS, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00034560

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**ARTICLES OF ORGANIZATION
OF
MCWILLIAMS PARTNERS, L.C.**

FILED
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DIVISION OF CORPORATIONS
96 JUL 16 AM 10:08

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby subscribe to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

**ARTICLE I
Name**

The name of this Organization is MCWILLIAMS PARTNERS, L.C.

**ARTICLE II
Term of Existence**

The company shall commence upon the filing of these Articles and shall exist for a period of twenty-nine (29) years.

**ARTICLE III
Principal Office**

The mailing address of the principal office of the company is 1790 Highway A1A, #209, Satellite Beach, Florida 32937 and the street address is 1790 Highway A1A, #209, Satellite Beach, Florida 32937.

**ARTICLE IV
Initial Registered Agent**

The initial street address in Florida of the initial registered office of this Organization is 1790 Highway A1A, #209, Satellite Beach, Florida 32937 and the name of the initial registered agent of this Organization at that address is David T. McWilliams. The Registered Agent is familiar with and accepts the

duties and responsibilities as registered agent for said corporation.

**ARTICLE V
Additional Members**

No additional members shall be admitted to this limited liability company without the consent of all of the then existing members.

**ARTICLE VI
Right to Continue Upon Death, Retirement
Resignation or Expulsion**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the majority vote of the then remaining members.

**ARTICLE VII
Management**

The management of this limited liability company is reserved to the members, all of whom shall be managing members, whose names and addresses are as follows:

D. Joan McWilliams Family
Limited Partnership
1790 Highway A1A #209
Satellite Bch, FL 32937

David T. McWilliams Family
Family Limited Partnership
1790 Highway A1A #209
Satellite Bch, FL 32937

**ARTICLE VIII
Amendment to Articles**

The member shall have the power to adopt, amend, alter, change or repeal the Articles of Organization when proposed and approved at a members' meeting with not less than a majority vote of the members.

IN WITNESS WHEREOF, the undersigned have made and
subscribe to these Articles of Organization in Melbourne, Brevard
County, Florida, this 25th day of June, 1996.

D. JOAN MCWILLIAMS FAMILY LIMITED
PARTNERSHIP

By: *D. Joan McWilliams*
D. Joan McWilliams, General Partner

By: *David T. McWilliams*
David T. McWilliams, General Partner

DAVID T. MCWILLIAMS FAMILY LIMITED
PARTNERSHIP

By: *David T. McWilliams*
David T. McWilliams, General Partner

By: *D. Joan McWilliams*
D. Joan McWilliams, General Partner

STATE OF FLORIDA
COUNTY OF BREVARD

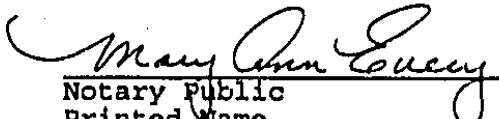
The foregoing instrument was acknowledged before me this
25th day of June, 1996, by D. JOAN MCWILLIAMS, General Partner of
D. JOAN MCWILLIAMS FAMILY LIMITED PARTNERSHIP and DAVID T.
MCWILLIAMS FAMILY LIMITED PARTNERSHIP. She is personally known to
me or has produced a Florida driver's license as identification.

Mary Ann Every
Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 20th day of June, 1996, by DAVID T. MCWILLIAMS, General Partner of DAVID T. MCWILLIAMS FAMILY LIMITED PARTNERSHIP and D. JOAN MCWILLIAMS FAMILY LIMITED PARTNERSHIP. He is personally known to me or has produced a Florida driver's license as identification.


Notary Public
Printed Name
My Commission Expires:



AFFIDAVIT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 AM 10:00

STATE OF FLORIDA)
) ss.:
COUNTY OF BREVARD)


BEFORE ME, the undersigned authority, this date personally appeared DAVID T. MCWILLIAMS, General Partner of DAVID T. MCWILLIAMS FAMILY LIMITED PARTNERSHIP, who, being first duly sworn, on oath, deposes and states:

1. That I am a member of McWilliams Partners, L.C.
2. D. Joan McWilliams Family Limited Partnership is a member of McWilliams Partners, L.C. which shall at all times have at least two members.
3. McWilliams Partners, L.C. shall be capitalized by cash contributions of each member in the amount of \$350,000.
4. This affidavit is given in compliance with Section 608.407(2), Florida Statutes.

DAVID T. MCWILLIAMS FAMILY
LIMITED PARTNERSHIP

By: 
David T. McWilliams, General
Partner and Registered Agent

The foregoing instrument was acknowledged before me this 25th day of June, 1996, by David T. McWilliams who is personally known to me or who produced a Florida driver's license.


Notary Public - Printed Name:
My Commission Expires

