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MOSS & ROCOVICH
ATTORNEYS-AT-LAW
A PROFESSIONAL CORPORATION
FIRST UNION TOWER
10 S. JEFFERSON STREET 24011
P. O. BOX 13606
ROANOKE, VIRGINIA 24038
(840) 982-7878
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FILE NO:

July 19, 1996

124
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

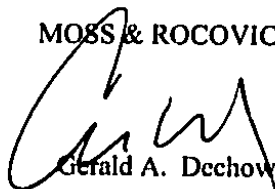
Re: HCMF Acquisitions, L.L.C.

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Organization and Affidavit for the above-captioned limited liability company, and a Designation of Registered Agent, along with a check for Three hundred fifty seven dollars and fifty cents (\$337.50) to cover the filing fees and to receive a certified copy.

Very truly yours,

MOSS & ROCOVICH


Gerald A. Dechow

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96 JUL 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAD/jt
Enclosures

JUL 25 1996

BSB

FILED

96 JUL 24 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

HCMF ACQUISITIONS, L.L.C.
a Limited Liability Company

1. Name. The name of this Limited Liability Company is HCMF Acquisitions, L.L.C.
2. Address. The Mailing Address and Street Address of the principal office of this Limited Liability Company is:

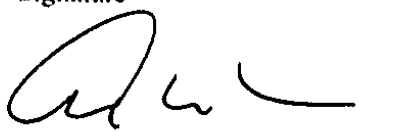
Mailing Address: 2295 Sea Turtle Lane
Vero Beach, FL 32963

Street Address: 2295 Sea Turtle Lane
Vero Beach, FL 32963
3. Duration. The period of duration of this Limited Liability Company is perpetual.
4. Additional Members. The right of the Members to admit Additional Members and the terms and conditions of the admissions are:

The Members shall have the right by unanimous agreement to admit additional members on such terms and conditions as the Members shall specify by unanimous agreement and subject to the terms of this Operating Agreement.
5. Continuation Upon Withdrawal of Member. The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining Members, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.
6. Manager. This Limited Liability Company shall be managed by a Manager. The name and address of the Manager who is to serve as Manager until the first annual meeting of Members or until their successors are elected and qualify is:

William C. Cranwell
2295 Sea Turtle Lane
Vero Beach, FL 32963

Signature

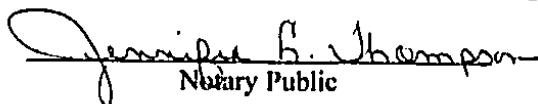

Organizer - Gerald A. Dechow


Date

COMMONWEALTH OF VIRGINIA

CITY OF ROANOKE

I, Jennifer L. Thompson, a Notary Public, do hereby certify that on this 19th day of July, 1996, personally appeared before me Gerald A. Dechow, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and Affidavit and that the statements therein are true and correct to the best of his knowledge.


Notary Public

My commission: October 31, 1999.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HCMF Acquisition, L.L.C. acknowledges the following:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed to the member(s) is One thousand dollars (\$1,000.00).
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is One thousand dollars (\$1,000.00). This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HCMF Acquisition, L.L.C.
2. The name and address of the registered agent and office is:

Jay Edgar Bailey
Bailey & Brewer
46 North Washington, Blvd., Suite 13
Sarasota, FL 34236-5928

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 that 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.

Jay E. Bailey
(Signature)

July 23, 1996
(Date)