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DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED
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September 9, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

RE: Lakeside Properties, L.C.
Formation of Limited Liability Company

900001945079
-09/11/96--01086--013
*****337.56 *****337.56

Dear Division of Corporations:

Enclosed for filing please find one original and two copies of the Articles of
Organization, Affidavit of Membership and Contributions, and a Certificate of
Designation of Registered Agent/Registered Office for Lakeside Properties, L.C.

Please file these Articles, Affidavit, and Certificate of Designation, certify one
copy, and stamp the other copies "Filed."

I have enclosed a check in the amount of \$337.50 for the filing and certification
fees. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on
September 11, 1996.


SEP 9 1996

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON, P. A.

Division of Corporations
September 9, 1996
Page 2

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Nancy M. Burke".

Nancy M. Burke

cc: John C. Lovett, Esq.
Donald M. Spears, Esq.
John H. Dawson
Hurley H. Booth

Enclosures

**ARTICLES OF ORGANIZATION
OF
LAKESIDE PROPERTIES, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 -- Name

The name of this limited liability company is Lakeside Properties, L.C. ("Company").

Article 2 -- Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 -- Mailing Address and Street Address

The Company's mailing address and street address is 1124 Alachua Avenue, Tallahassee, Florida 32308.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is John C. Lovett, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 -- Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Regulations.

Article 6 -- Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

Article 7 -- Management of the Company

The management of the Company is reserved to the members. The following persons will initially be the managing members:

Mr. Donald M. Spears
P.O. Box 622
Malvern, Arkansas 72104

Mr. John H. Dawson, Jr.
P.O. Box 752
Camden, Arkansas 71701

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TALLAHASSEE, FLORIDA

Mr. Hurley H. Booth
1124 Alachua Avenue
Tallahassee, Florida 32308

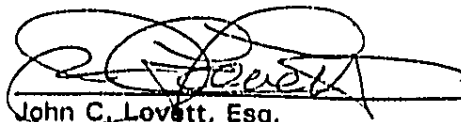
Article 8 — Regulations

The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 — Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 9th day of September, 1996.

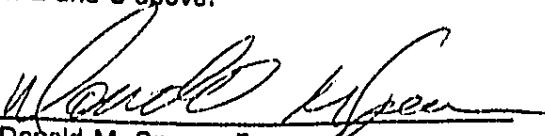


John C. Lovett, Esq.
Authorized Representative for the Members

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LAKESIDE PROPERTIES, L.C.**

The undersigned member or authorized representative of a member deposes and says:

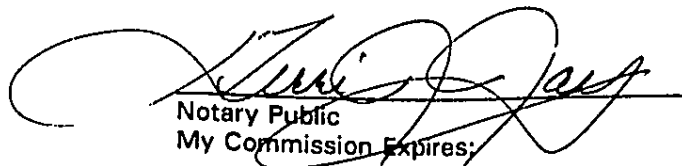
- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$300.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$300.00. This total includes amounts from 2 and 3 above.


Donald M. Spears, Esq.

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 LEON

The foregoing Affidavit of Membership and Contributions of Lakeside Investments, Inc. was subscribed before me this 9th day of September, 1996, by Donald M. Spears, Esq., who is personally known to me or who has produced a driver's license as identification and who did take an oath.


Notary Public
My Commission Expires:




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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Lakosida Properties, L.C.
2. The name and address of the registered agent and office is:

John C. Lovett, Esq.
106 East College Avenue
Suite 1200
Tallahassee, Florida 32301

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.


John C. Lovett, Esq.

9/9/96
Date