

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
96 DEC 27 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is **LIFESTYLE FUNDING GROUP, L.L.C.**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is
21 NORTH ORANGE AVENUE, GREEN COVE SPRINGS, FL 32043.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual, or as limited by law.

ARTICLE IV - Management:

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

Dexter and Helen Church Living Trust
21 N. Orange Ave.
Green Cove Springs, FL 32043

William H. Hutchings, IV
21 N. Orange Ave.
Green Cove Springs, FL 32043

M. Brett Hutchings
21 N. Orange Ave.
Green Cove Springs, FL 32043

John G. Rivers
21 N. Orange Ave.
Green Cove Springs, FL 32043

ARTICLE V - Admission of Additional Members:

The members have the right to admit additional members, subject to a majority vote.

ARTICLE VI - Members Rights to Continue Business:

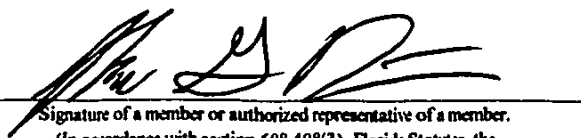
The remaining members of the limited liability company have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **LIFESTYLE FUNDING GROUP, L.C.** 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.**
- 3) if any, the agreed value of property other than cash contributed by the members is **\$0.**
- 4) the amount of cash or property anticipated to be contributed by members is **\$10,000,000.**
- 5) the total amount of 2, 3, and 4 is **\$10,000,300.**



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:
LIFESTYLE FUNDING GROUP, L.C.
2. The name and address of the registered agent and office is:

John G. Rivers
21 N. Orange Ave.
Green Cove Springs,
FL 32043

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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.


(Signature)

12/26/96
(Date)