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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 31 PM 9:28

January 28, 1997

Return to
P 124 HSA7

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE: HIS PROPERTIES, L.C. - Organization

100002077761--0
-02/05/97--01010--007
****293.75 ****293.75

Ladies and Gentlemen:

Please file the enclosed Articles of Organization for the above referenced limited liability company with the Secretary of State. Enclosed is an original and one (1) copy of the articles, our trust check #1372 for \$293.75 for the limited liability company filing fee and registered agent designation, and our trust check #1411 for \$10.00 covering your charge for this service. Please return after the filing date is noted thereon. Thank you for your assistance.

Sincerely,



Keith A Lowe

KAL/cl

Enclosures

RECEIVED
96 JAN 31 AM 8:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. BROWN JAN 31 1997

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

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ARTICLE I - Name:

The name of the Limited Liability Company is:

HIS PROPERTIES, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

10700 S.W. Greenridge Lane
Palm City, Florida 34990

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by all the members and the names and addresses of the members who are to serve as managers are:

HIS PROPERTIES, INC.
10700 S.W. Greenridge Lane
Palm City, Florida 34990

HIS CARE & REPAIR, INC.
10700 S.W. Greenridge Lane
Palm City, Florida 34990

Bryant H. Walker
10700 S.W. Greenridge Lane
Palm City, Florida 34990

Eric R. Hartman
813 S.W. River Court
Palm City, Florida 34900

ARTICLE V - Admission of Additional Members

The right of the existing members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous consent of the existing members.

ARTICLE VI - Members Rights to Continue Business

The right of the remaining members of the limited liability company to continue the 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 shall be upon the unanimous consent of the remaining members.

The undersigned member has executed these Articles of Organization the 31st day of December, 1996.

HIS PROPERTIES, INC.

By: 
Bryant H. Walker, President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
HIS PROPERTIES, L.C.

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The undersigned member or authorized representative of a member of **HIS PROPERTIES, 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 member(s) is \$10.00.
- 3) If any, the agreed value of property other than cash contributed by members is \$0.00.
A description of the property is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by member(s) is \$100,000.00.
- 5) The total amount of 2, 3, and 4 is \$100,010.00.

HIS PROPERTIES, INC.

By: Bryant H. Walker

Bryant H. Walker, President

Date 12/31/96

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**

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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.

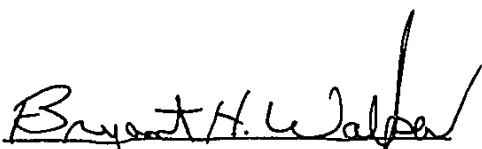
1. The name of the limited liability company is:

HIS PROPERTIES, L.C.

2. The name and address of the registered agent and office is:

Bryant H. Walker
10700 S.W. Greenridge Lane
Palm City, Florida 34990

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.


BRYANT H. WALKER

12/9/86
Date