

CAPELL, HOWARD, KNABE & COBBS, P.A.

ATTORNEYS AT LAW

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MONTGOMERY, ALABAMA 36102-2069

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FRANK H. McFADDIN
JOHN B. SCOTT JR.
JOHN F. ANDREWS
JAMES M. SCOTT
THOMAS S. LAYSON JR.
WILLIAM D. ALLMAN
WILLIAM J. MARTIN
BRUCE L. DOWNEY III
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PALMER W. MITH LEH
NEAL WACKER
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CONSTANCE S. BARKER
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JIM B. GRANT JR.
CHRISTOPHER W. WILLER
CHAD S. WACHTER
ELLEN M. HASTINGS
DEBRA D. LAMES SPAIN
C. CLAY TORBERT III
R. BROOK LAYTON III
ERIC POWELL III
BARBARA J. WEBER
RAYMOND E. JACKSON
ROBERT J. LIVES

FONTANA M. McMAHON (1908-1985)
WALTER J. KNABE (1918-1979)
EDWARD C. COBBS (1909-1982)
L. LISTER HILL (1936-1993)

Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32309

RE: Certification of Name Reservation

Dear Sir/Madam:

I hereby certify that the enclosed certificate of name reservation was issued by your office to me on December 2, 1996 for HTA Associates, L.L.P.

I further certify that said name reservation was made on behalf of Mrs. Helen T. Anderson of Crestview, Florida and that she has the authority to alter the name as desired. I acknowledge that she now intends to organize a Florida limited liability company under the name of

HTA & Associates, L.C.

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-02/11/97--01196--002

****293.75 ****293.75

If you have any questions, please do not hesitate to contact me at (334) 241-8004.

Sincerely,

CAPELL, HOWARD, KNABE & COBBS, P.A.

Melissa W. Smyly
Melissa W. Smyly
Paralegal

MWS/
Enclosure

cc: Mrs. Helen T. Anderson
Jim B. Grant, Jr., Esq.

97 FEB - 7
SECRET
DIVISION OF CORPORATIONS
STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

MELLISSA W. SMYLY
CAPELL, HOWARD, KNABE, ET AL.
P.O. BOX 2069
MONTGOMERY, AL 36102-2069

The name HTA ASSOCIATES, L.L.P. has been reserved for 120 days beginning December 20, 1996. The reservation number is R96000006023 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

number: 896A00056828

*This was reserved
as an LP but we
have decided to
form a limited
liability company
of the same name
instead.*

Divi

Tallahassee, Florida 32314

Ms. Helen Anderson
250 Jones Road
Crestview, Florida 32536
(904) 682-4072

January 21, 1997

VIA FEDERAL EXPRESS

Secretary of State - Florida
Division of Corporations
409 East Gaines
Tallahassee, Florida 32309

RE: HTA & Associates, L.C.

Dear Sir/Madam:

Enclosed for filing with your office are the following:

- 1) Duplicate originals of the Articles of Organization of HTA & Associates, L.C., a Florida limited liability company;
- 2) Affidavit of Membership and Contributors;
- 3) Certificate of Designation of Registered Agent and Registered Office; and
- 4) Original certificate of name reservation issued by your office to Melissa W. Smyly of Capell, Howard, Knabe & Cobbs, P.A. on December 20, 1996 and correspondence from Ms. Smyly relating thereto.

Once the Articles of Organization and related documents are filed, please issue and forward to me a Certificate of Status.

I am enclosing a check in the amount of \$293.75 for the filing of the Articles of Organization and Affidavit (\$250), the Certificate of Designation of Registered Agent (\$35) and the issuance of the Certificate of Status (\$8.75).

If you have any questions, please feel free to contact me at the above number.

Sincerely,

Helen T. Anderson

Helen T. Anderson

HTA/mws
enclosures

ARTICLES OF ORGANIZATION
OF
HTA & ASSOCIATES, L.C.,
a Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Florida Statutes, section 608.407, the undersigned hereby adopt the following limited liability company Articles of Organization:

ARTICLE I

The name of the limited liability company (the "Company") is HTA & ASSOCIATES, L.C.

ARTICLE II

The mailing address and street address of the principal office of the Company is 5464 Clint Mason Road, Crestview, Florida 32539.

ARTICLE III

The period of duration of the Company shall be perpetual and the existence of the Company shall continue until terminated by agreement of the members or by operation of law.

ARTICLE IV

The Company is to be managed by the members and the names and addresses of the initial Managers and members are:

Helen T. Anderson	W. Gerald Anderson
250 Jones Road	5464 Clint Mason Road
Crestview, FL 32536	Crestview, FL 32539

ARTICLE V


No person may be admitted as an additional member without the unanimous consent of all of the Managers and a majority in interest of the members.

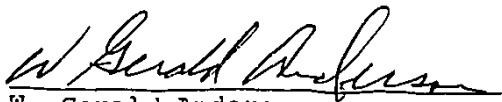
ARTICLE VI

Upon the occurrence of an event of dissociation which terminates the continued membership of a member, the remaining members may continue the legal existence and business of the Company if (i) there are at least two remaining members or a new member is admitted, and (ii) all of the members consent in writing to the continuation of the business within 90 days after the occurrence of the event of dissociation.

ARTICLE VI

These Articles of Organization are executed by the initial members as of January 31, 1997.


Helen T. Anderson


W. Gerald Anderson

MEMBERS

THIS INSTRUMENT PREPARED BY:

Jim B. Grant, Jr., Esq.
Capell, Howard, Knabe & Cobbs, P.A.
57 Adams Avenue
Montgomery, Alabama 36104

Parcel #1: Begin at the Southwest corner of Block 50, which is the intersection of Wilson Street and Pine Avenue, thence Northwest along Wilson Street 50 feet; thence right angles Northeast 50 feet; thence at right angles Southeast 50 feet to Pine Avenue; thence Southwest along Pine Avenue 50 feet to the Point of Beginning, in Town of Crestview, Okaloosa County, Florida;

AND

Parcel #2: Begin at the Southeast corner of Block 50, Town of Crestview, Florida, according to plat thereof on file in Plat Book 1, Page 72, in the public records of Okaloosa County, Florida, thence Northerly along Davis Street 52 feet 6 inches to Osborn line and Point of Beginning of tract conveyed; thence Westerly along Osborn line 95 feet 6 1/2 inches; thence South 25 feet to a point Westerly of centerline of wall of building now located on said property; thence Easterly to and along centerline of building now located on said property to Davis Street; thence Northerly along Davis Street 26 feet 1/4 inch to Point of Beginning of tract hereby conveyed;

AND

Parcel #3: Begin at the Southeast corner of Block 50, Town of Crestview, Florida, according to plat thereof on file in Plat Book 1, Page 72, in the public records of Okaloosa County, Florida,

**** OFFICIAL RECORDS ****
BK 1995 PG 802

thence North along Davis Street 52 feet 6 inches to the Osborn line; thence Westerly along the Osborn line 95 feet 6 1/2 inches; thence South 25 feet to a point Westerly of the centerline of the wall of a building now located on said property, said point being the Southwest corner of said tract conveyed to John R. Johnson, the Point of Beginning of tract hereby conveyed; thence continue South 25 feet to Pine Avenue; thence East along the North boundary of Pine Avenue 11.30 feet more or less to a point 6 inches West of the brick building; thence North 25 feet along a line 6 inches West of the brick building; thence West 11.35 feet more or less to the Point of Beginning;

AND

Lot 1, Block 134, Town of Crestview, according to plat thereof on file in Plat Book 1, Page 72, in the office of the Clerk of Circuit Court, Okaloosa County, Florida.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
HTA & Associates, 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 \$ 0.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 250,000.
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 \$ ~~250,000~~.
- 5) the total amounts of 2, 3 and 4 is \$ 250,000.

Helen J. Anderson
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: HTA & Associates, L.C.

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

W. Gerald Anderson

(NAME)

5464 Clint Mason Road

(P. O. Box NOT ACCEPTABLE)

Crestview, Florida 32539

(CITY/STATE/ZIP)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

W. Gerald Anderson

(SIGNATURE)

1/31/97

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent