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ALAN F. GONZALEZ, P.A.

Attorney at Law

1602 West Sligh Avenue

Suite 300

Tampa, Florida 33604-5809

(813) 935-2552 FAX (813) 933-5836

February 21, 1997

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

300002096689--2

-02/25/97-01071--002

***1687.50 ***337.50

RE: Mathews Winter Haven Investments, L.C.
Mathews Haines City Investments, L.C.
Mathews Ft. Pierce Investments, L.C.
Mathews Bartow Investments, L.C.
Mathews Florida Investments, L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization along with required Affidavit for the above limited liability companies for filing with your office. Also enclosed is our check in the sum of \$1,687.50 (5 x 337.50) to cover filing fees, etc.

Very truly yours,

Alan F. Gonzalez
ALAN F. GONZALEZ
by et

FEB 28

BSB

AFG:et
Enclosures

FILED
97 FEB 24 PM 2:58
SECOND CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MATHEWS WINTER HAVEN INVESTMENTS, L..C.

FILED
97 FEB 24 PM 2:58
STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of this Limited Liability Company shall be: MATHEWS WINTER HAVEN INVESTMENTS, L..C.

ARTICLE II - DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to invest and manage real property investments in Florida, including related business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The

Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Edward D. Mathews and the registered office is 30 Club Court, Haines City, Florida 33844.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as such shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other

members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent and the transferee's interest is that of a managing (active, voting) member.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the company are:

Name

Address

Edward D. Mathews

30 Club Court
Haines City, FL 33844

Charles A. Mathews

30 Club Court
Haines City, FL 33844

ARTICLE X - CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in Article IX above. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the company business. The members of the Company shall be:

Active, Voting members:

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
Edward D. Mathews	1%	(See Exhibit "A")
Charles A. Mathews	1%	(See Exhibit "A")

Passive, Non-Voting Members

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
Edward D. Mathews	49%	(See Exhibit "A")
Charles A. Mathews	49%	(See Exhibit "A")

ARTICLE XI. TAX STATUS OF COMPANY

It is the intent of the undersigned subscriber that the Company shall be treated as a partnership for federal tax purposes.

ARTICLE XII. NON-REGISTRATION AS SECURITY

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The company shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

- i. That no offer or sale of certificates in the company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the company shall be made to more than 35 purchasers for a period in excess of 12 months.
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the company;
- v. That no person shall be paid a commission for the sale of certificates in the company or otherwise receive compensation for the sale of certificates in the company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at HAINES CITY, Florida, for the foregoing uses and purposes this 31 day of JAN, 1997.

Edward D. Mathews

EDWARD D. MATHEWS, individually and
as an Active Voting Member and
Passive, Non-Voting Member

Charles A. Mathews

CHARLES A. MATHEWS, individually and
as an Active Voting Member and
Passive, Non-Voting Member

**STATE OF FLORIDA
COUNTY OF POLK**

BEFORE ME personally appeared, Edward D. Mathews and Charles A. Mathews, individually and as Active Voting Members and Passive and Non-Voting Members, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 31 day of JANUARY, 1997.



KAREN L. WALKER
My Commission CC440600
Expires Apr. 07, 1999
Bonded by ANB
800-052-5870

Karen L. Walker
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of MATHEWS WINTER HAVEN INVESTMENTS, L..C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the company.


EDWARD D. MATHEWS
REGISTERED AGENT

FILED
97 FEB 24 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Edward D. Mathews	Active, Voting Managing	1 %	interest in *
Edward D. Mathews	Passive, Non-Voting Non-Managing	49%	interest in *

* interest in real property described in attached Schedule A.

Charles A. Mathews	Active, Voting Managing	1 %	interest in **
Charles A. Mathews	Passive, Non-Voting Non-Managing	49%	interest in **

** interest in real property described in attached Schedule A.

SCHEDULE "A"

1. SONNY'S BBQ BLDG.
4600 Recker Hwy.
Winter Haven, Polk Co., FL

Legal Description: (See attached Schedule 8)

Fair Market Value: \$410,000

Mortgage: First Union

Principal Due: \$362,582

Title (prior to transfer to the L.C.) Edward D. Mathews and Charles A. Mathews,
tenants by the entirety (100%).

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF POLK

THE UNDERSIGNED affiant, EDWARD D. MATHEWS, hereby states after being duly sworn, deposes and says:

1. That affiant is executing this affidavit of his own personal knowledge and for purposes of satisfying Section 608.407(2), Fla. Stat.

2. That MATHEWS WINTER HAVEN INVESTMENTS, L.C. has two (2) members,
to wit:

Edward D. Mathews
Charles A. Mathews

3. The agreed value of property other than cash contributed is as follows:
(See Schedule A attached)

4. The total amount of cash or property anticipated to be contributed by the members:
(See attached Exhibit "A")

FURTHER AFFIANT SAITH NOT.



AFFIANT

Subscribed before me, the undersigned authority by Edward D. Mathews, who is known to me or who has produced a Florida driver's license as identification on this 31 day of JAN., 1997.



KAREN L. WALKER
My Commission CC440600
Expires Apr. 07, 1999
Bonded by ANB
800-852-5878



Notary Public
Commission Expires 4/7/99
Commission No. CC440600

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Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Edward D. Mathews	Active, Voting Managing	1%	interest in *
Edward D. Mathews	Passive, Non-Voting Non-Managing	49%	interest in *

* interest in real property described in attached Schedule A.

Charles A. Mathews	Active, Voting Managing	1%	interest in **
Charles A. Mathews	Passive, Non-Voting Non-Managing	49%	interest in **

** interest in real property described in attached Schedule A.

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