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LAW OFFICE OF C. RANDOLPH COLEMAN
9250 BAYMEADOWS ROAD, SUITE 230
JACKSONVILLE, FLORIDA 32256
(904) 448-1969
FAX: (904) 448-5244

97 JUN -9 AM 11:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3 , 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/01/97--01063--001
****337.50 ****337.50

Re: THE WOKERY THREE, LLC

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization and Registered Agent Certificate for a new limited liability company, THE WOKERY THREE, LLC, together with our check in the amount of \$337.50 in payment of the appropriate filing fee.

I would appreciate your filing same and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:pl
Enclosures

~~1097-10377~~
1127

P. CHAMBER

JUN 10 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 6, 1997

C RANDOLPH COLEMAN ESQUIRE
9250 BAYMEADOW ROAD STE 230
JACKSONVILLE, FL 32256

SUBJECT: THE WOKERY THREE, LLC
Ref. Number: W97000010371

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TALLAHASSEE, FLORIDA

We have received your document for THE WOKERY THREE, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 697A00023763

**ARTICLES OF ORGANIZATION
OF
THE WOKERY THREE, LLC
A LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of organizing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the authority for the conduct of business of such Company.

ARTICLE I - NAME

The name of the limited liability company shall be THE WOKERY THREE, LLC (the "Company"). The principal place of business of the Company in Florida shall be in 500 ACL Road, Lake City, Columbia County, Florida 32055, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II - PURPOSES AND POWERS

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the State of Florida.

ARTICLE III - CAPITAL CONTRIBUTION AND COMMITMENTS

Initial capital contributions shall be paid to the Company by the Members as follows:

<u>Member</u>	<u>Contribution</u>	<u>Commitment</u>
Allen D. Coleman	\$2,500.00	50%
Ching P. Coleman	\$2,500.00	50%

Additional contributions will be made as required, as set out in the Regulations of the Company.

ARTICLE IV - LIMITED LIABILITY COMPANY POWERS

All of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under, the direction of its Members. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the Members of the limited liability company.

ARTICLE V - DURATION

The Company shall exist until April, 2027 or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Company; provided, however, if not earlier dissolved by law or the Regulations of the Company upon unanimous written consent of all of the then-existing Members of the Company, the duration of the Company can be extended until December 1, 2057.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the Company shall be located at 500 ACL Road, in the City of Lake City, County of Columbia, State of Florida 32055.

ARTICLE VII - MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and the Regulations of the Company, as may from time to time be amended. The names and addresses of the initial Members/Management of the Company are:

Allen D. Coleman
500 ACL Road
Lake City, FL 32055

Ching P. Coleman
500 ACL Road
Lake City, FL 32055

ARTICLE VIII - REGISTERED OFFICE

The name and street address of the registered agent of the Company in the State of Florida is: C. Randolph Coleman, Esq., 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

New Members may be admitted by unanimous written consent of the Members. Contributions required of new Members shall be determined as of the time of admission to the Company.

A Member's interest in the Company may not be sold or otherwise transferred except with written consent of Members having a commitment interest of one hundred (100%) percent.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, of the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.

The undersigned, being the initial Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of THE WOKERY THREE, LLC.

Executed by the undersigned, at Lake City, Florida, on the 29th day of April, 1997.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

[Signature]

[Signature: Allen D. Coleman] (Seal)
Allen D. Coleman

[Signature]

[Signature: Ching P. Coleman] (Seal)
Ching P. Coleman

STATE OF FLORIDA)
) SS:
COUNTY OF COLUMBIA)

BEFORE ME, the undersigned authority, personally appeared this day ALLEN D. COLEMAN and CHING P. COLEMAN to me well known, or who have produced _____ as identification and did take an oath, and known to me to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of April, 1997.



GREGORY D. WATSON
COMMISSION # CC 573785
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO INC.

[Signature: Gregory D. Watson]
Notary Public, State of Florida
Name: GREGORY D. WATSON
My Commission Expires: 7/30/2000

AFFIDAVIT OF ALLEN D. COLEMAN

STATE OF FLORIDA

COUNTY OF COLUMBIA

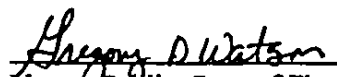
BEFORE ME, the undersigned authority, personally appeared this day ALLEN D. COLEMAN, who, upon first being duly sworn, and who has produced his Florida Driver's License as identification, deposes and says:

1. That THE WOKERY THREE, LLC, a limited liability company ("Company"), duly formed under the laws of the State of Florida, has at least two members. The initial members are Allen D. Coleman and Ching P. Coleman.
2. That Allen D. Coleman and Ching P. Coleman have agreed to each contribute \$2,500 in cash to THE WOKERY THREE, LLC. as the initial contribution to the company.
3. That there is no property other than the cash contributions.
4. That there are no contributions anticipated.

FURTHER AFFIANT SAYETH NOT.


ALLEN D. COLEMAN

Subscribed and Sworn to
before me, this 2nd day
of June, 1997.


Notary Public, State of Florida
Name: Gregory D. Watson
My Commission Expires: 7/30/2000



GREGORY D. WATSON
COMMISSION # CC 573785
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO. INC.

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to § 48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:

That THE WOKERY THREE, a limited liability company duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQ., as its registered agent at such office to accept service of process within this state.

THE WOKERY THREE, LLC


Allen D. Coleman, Member

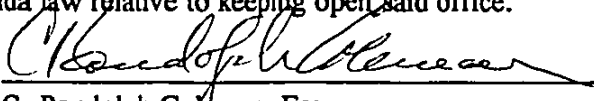

Ching P. Coleman, Member

Date: 4/29/97

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


C. Randolph Coleman, Esq.