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ACCOUNT NO. : 072100000032  
REFERENCE : 487377 4810042  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : August 6, 1997  
ORDER TIME : 10:14 AM  
ORDER NO. : 487377-010  
CUSTOMER NO: 4810042

CUSTOMER: Randal C. Fairbanks, Esq  
MARKS GRAY CONROY & GIBBS  
First Union Bank Building  
1200 Riverplace Blvd, Ste 800  
Jacksonville, FL 32207

600002260586--3  
-08/07/97--01060--006  
\*\*\*337.50 \*\*\*337.50

FILED  
97 AUG - 6 PM 3: 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: J.C.E. OF TALLAHASSEE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban  
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 AUG - 6 PM 12: 18  
DIVISION OF CORPORATION

SN AUG - 6 1997

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**ARTICLES OF ORGANIZATION**

**OF**

**J.C.E OF TALLAHASSEE, L.C.**

**FILED**

97 AUG -6 PM 3:05

SECRETARY OF 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 the limited liability company shall be "J.C.E OF TALLAHASSEE, L.C.", ("Company"). The principal place of business of the Company in Florida and its mailing address shall be 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233.

**ARTICLE II - DURATION**

The 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 the date which is thirty (30) years from the date these Articles of Organization are filed by the Florida Department of State 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 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 Paul S. Ferber, 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233.

**ARTICLE V - 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 shall be determined by all the members.

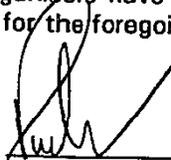
**ARTICLE VI - TERMINATION OF EXISTENCE**

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

ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Paul S. Ferber, 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233, who shall serve until the first annual meeting of members or until his successor is elected and qualifies.

In Witness Whereof, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 4 day of August, 1997.

  
\_\_\_\_\_  
Paul S. Ferber

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of August, 1997, by Paul S. Ferber, as Manager of the above-named limited liability company. Paul S. Ferber is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.



RANDAL C. FAIRBANKS  
Comm. No. CC 645501  
My Comm. Exp. Aug. 8, 2001  
Bonded thru Pichard Ins. Agcy.

NOTARY PUBLIC:

sign Randal C. Fairbanks

print Randal C. Fairbanks

My Commission No. \_\_\_\_\_

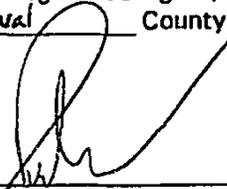
State of Florida at Large (Seal)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 608.415, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon J.C.E. of Tallahassee, L.C., a limited liability company organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Company, which Registered Office is located at 363 Atlantic Boulevard, Suite 3, Atlantic Beach, Florida 32233

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 4TH day of AUGUST, 1997.

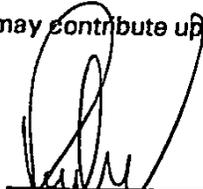
  
\_\_\_\_\_  
Paul S. Ferber  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF J.C.E. OF TALLAHASSEE, L.C.**

Before me, the undersigned authority, personally appeared Paul S. Ferber, a member of J.C.E. of Tallahassee, L.C. (the "Company"), who being by me first duly sworn, deposes and says:

1. That the Company has at least two members.
2. No cash has been contributed by the members as of the date hereof.
3. The members have not contributed property other than cash to the Company.
4. It is anticipated that the members may contribute up to \$50,000.00 of cash or property to the Company.

  
\_\_\_\_\_  
Paul S. Ferber

STATE OF FLORIDA  
COUNTY OF DUVAL

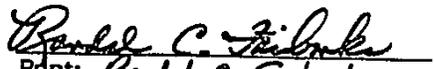
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97 AUG - 6 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 4<sup>TH</sup> day of August, 1997, by Paul S. Ferber.



RANDAL C. FAIRBANKS  
Comm. No. CC 64550  
My Comm. Exp. Aug. 3, 2001  
Bonded thru Pichard Ins. Agcy.

(SEAL)

  
Print: Randal C. Fairbanks  
Notary Public, State of Florida  
My Commission expires: 8-8-01  
Commission No.: CC 645501

Personally Known   
Produced Identification \_\_\_\_\_  
Type: \_\_\_\_\_