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DAVID M. ANDREWS
ATTORNEY AT LAW

100 SOUTH PARK BLVD. • SUITE 101

P.O. BOX 5358

TELEPHONE (904) 826-1987

ST. AUGUSTINE, FL 32085

FAX (904) 826-4236

August 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

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-08/14/97--01077--015
****337.50 ****337.50

Re: ATLANTIC PROPERTIES GROUP, LLC

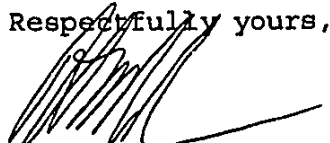
Dear Sirs:

Enclosed herewith are proposed Articles of Organization in reference to the captioned limited liability company. Also enclosed is our check in the amount of \$337.50 to cover the following:

Florida Articles of Organization	\$ 250.00
Certified Copy of Record	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 337.50

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certified Copy of Record.

Respectfully yours,


David M. Andrews

DMA:dds
Enclosures

FILED
97 AUG 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

DAVID M. ANDREWS, ESQ.
P.O. BOX 5358
ST. AUGUSTINE, FL 32085

SUBJECT: ATLANTIC PROPERTIES GROUP, LLC
Ref. Number: W97000018884

We have received your document for ATLANTIC PROPERTIES GROUP, 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 REFER TO THE ATTACHED AFFIDAVIT. ALSO BE ADVISED THAT ARTICLE V MUST BE CONSISTANT THROUGHOUT THE COMPLETE DOCUMENT. EXAMPLE: IF YOU TAKE OUT THE EXHIBIT "A" PAGE AND USE THE PROVIDED AFFIDAVIT THEN ARTICLE V MUST DELETE EXHIBIT "A" AND SUBSTITUTE AFFIDAVIT IN ITS PLACE.

Please return the original and one copy of 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 (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 497A00041433

**ARTICLES OF ORGANIZATION
OF
ATLANTIC PROPERTIES GROUP, LLC**

**FILED
97 AUG 27 PM 12:41
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 **ATLANTIC PROPERTIES GROUP, LLC**. The principal place of business of the Company in Florida shall be 14 Saragossa Street, St. Augustine, Florida, 32084.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Incorporation are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to develop income producing real property 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 **STEVEN D. BRUYN**, 14 Saragossa Street, St. Augustine, Florida, 32084.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the attached affidavit.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the direction of the manager.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Additional members shall be admitted to the Company at the sole discretion of the manager and pursuant to the provisions of

the regulations. A member may transfer his or her interest in the Company as set forth in the regulations of the company.

ARTICLE VIII - 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 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 a manager 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 name and address of the initial manager of the company is STEVEN D. BRUYN, 14 Saragossa Street, St. Augustine, Florida, 32084.

The names and addresses of the members of the company are:

NAME	ADDRESS
STEVEN D. BRUYN	14 Saragossa Street St. Augustine, FL 32084
ROSE MARY BRUYN	14 Saragossa Street St. Augustine, FL 32084

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Oakland, County, Michigan, for the foregoing uses and purposes, this 2nd day of August, 1997.


STEVEN D. BRUYN


ROSE MARY BRUYN

STATE OF MICHIGAN

COUNTY OF Oakland

BEFORE ME personally appeared **STEVEN D. BRUYN and ROSE MARY BRUYN**, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each 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 2nd day of August, 1997.

KRISTIN L. BOWSER
NOTARY PUBLIC - OAKLAND COUNTY, MI
COMMISSION EXPIRES 08/28/99

Kristin L. Bowser
Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **ATLANTIC PROPERTIES GROUP, LLC**, as the registered agent of this limited liability company, hereby consents to his/her appointment as registered agent of the Company.

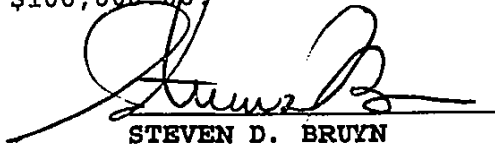
Steven D. Bruyn
STEVEN D. BRUYN
Registered Agent

FILED
97 AUG 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of **ATLANTIC PROPERTIES GROUP, LLC** deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$00.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100,000.00.



STEVEN D. BRUYN

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

STATE OF MICHIGAN

COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 20th day of August, 1997, by **STEVEN D. BRUYN**, who is personally known to me, and who did (did not) take an oath.


Notary Public

(SEAL)

PATRICIA E. MARCHIONE
NOTARY PUBLIC-OAKLAND COUNTY, MICH.
MY COMMISSION EXPIRES 08-10-98

FILED
97 AUG 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA