

Nov-26-97 02:43P Daniel Hicks, P.A.

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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: DANIEL HICKS, P.A.
075061003325
CONTACT: SHEILA HOWARD
PHONE: (352)351-3353
(352)351-8054

ACCT#:

FAX #:

NAME: HIGH HOPE 1, L.C.
AUDIT NUMBER.....H97000019673
DOC TYPE.....LIMITED LIABILITY COMPANY
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Updater	OK
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Acknowledgement	OK
W. P. Verifier	OK

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ARTICLES OF ORGANIZATION
OF
High Hope I, L.C.

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

ARTICLE I

NAME

The name of the limited liability company shall be High Hope I, L.C.,
("Company"). The principal place of business^{mailing address} of the Company in Florida shall be 12875 Southeast County Highway 475, Ocala, Florida 34480.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than October 25, 2027, unless the Company is earlier dissolved as provided in these Articles of Organization.

DANIEL HICKS, P.A.
421 South Pine Avenue
Ocala, Florida 34474
Florida Bar No. 0145139
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ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop and manage commercial real estate 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 J.J. Pletcher, 12875 Southeast County Highway 475, Ocala, Florida 34480.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
1. Jacks or Better Farm, Inc., a Florida Corporation	\$100,000.00
2. Gerald D. Smith and Mary K. Smith (Husband and Wife)	\$100,000.00

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3. Betty G. Massey

\$ 75,000.00

4. J.J. Pletcher

\$ 25,000.00

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

(TRANSFERABILITY OF INTERESTS)

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

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ARTICLE VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

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 of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

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 members of the Company are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Jacks or Better Farm, Inc., a Florida Corporation	7600 NW 120th St Reddick, Florida 34482
2.	Gerald D. Smith and Mary K. Smith (Husband and Wife)	12977 S. Hwy. 475 Ocala, Florida 34480

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3. Betty G. Massey

c/o J.J. Pletcher
2875 SE Hwy 475
Ocala, Florida 34480

4. J.J. Pletcher

2875 SE Hwy 475
Ocala, Florida 34480

IN WITNESS WHEREOF, the undersigned organizers have made and
subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses
and purposes this 22 day of October, 1997.

JACKS OR BETTER FARM, INC. a
Florida Corporation

Fred Breit's
By: FRED BREIT'S, PRES

Mary K. Smith
Mary K. Smith

Gerald D. Smith
Gerald D. Smith

Betty G. Massey
Betty G. Massey

J.J. Pletcher
J.J. Pletcher

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STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared Fred Breit, as
President of Jacks or Better Farm, Inc., a Florida Corporation, to
me well known or who has produced well known as

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identification and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 22nd day of October, 1997.



Joan Fletcher
Notary Public

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared Gerald D. Smith, to me well known or who has produced well known as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 22nd day of October, 1997.

My Commission Expires:



Joan Fletcher
Notary Public

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FLORIDA

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STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared Mary K. Smith, to me well known or who has produced well known as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 22nd day of October, 1997.

My Commission Expires:



Joan Fletcher
Notary Public

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared Betty G. Massey, to me well known or who has produced well known as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said

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instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 22nd day of October, 1997.

My Commission Expires:



Joan Fletcher
Notary Public

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared J.J. Fletcher, to me well known or who has produced well known as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 22nd day of October, 1997.

My Commission Expires:



Joan Fletcher
Notary Public

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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 High Hope I, L.C.
2. The name and address of the registered agent and office is: J.J. Pletcher,
12875 Southeast Highway 475, Ocala, Florida 34480.

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.



J.J. Pletcher

October 22, 1997

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered and to accept services of process for the above-stated Corporation at the place designated in this statement, 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 obligation of my position as registered agent.


J.J. Pletcher

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
High Hope I, L.C. deposes and says:

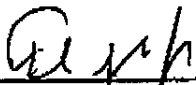
1) The above named limited liability company has at least two
members.

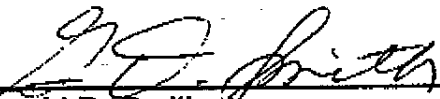
2) The total amount of cash contributed by the member(s) is:

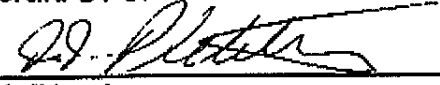
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|----|---|--------------|
| 1. | Jacks or Better Farm, Inc., a
Florida Corporation | \$100,000.00 |
| 2. | Gerald D. Smith and Mary K. Smith
(Husband and Wife) | \$100,000.00 |
| 3. | Betty G. Massey | \$ 75,000.00 |
| 4. | J.J. Pletcher | \$ 25,000.00 |

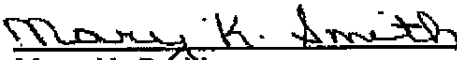
3) The total amount of cash anticipated to be contributed by
member(s) is \$300,000, inclusive of number two (2) above.

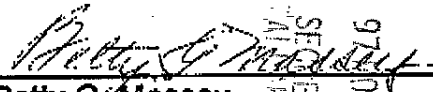
JACKS OR BETTER FARM, INC., a
Florida Corporation


By: FRED BREE its PRES.


Gerald D. Smith


J.J. Pletcher


Mary K. Smith


Betty G. Massey

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