

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(850) 224-8670 • 1-800-342-8662 • Fax (850) 224-2222

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 1:09

Hickory Investments, L.C.

(7)

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1/13/98

Signature

Requested by:

Name

Date

Time

Walk-In

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File 600002398416--8
-01/13/98-01065-010
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Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
✓ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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Vehicle Search _____
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UCC 1 or 3 File _____
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Courier _____

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98 JAN 13 AM 11:31
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
HICKORY INVESTMENTS, L.C.**

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The undersigned subscribers to these Articles of Organization, being persons competent to contract, hereby subscribe to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

ARTICLE I: NAME

The name of this Limited Liability Company is Hickory Investments, L.C. (The "Company").

ARTICLE II: PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1900 S. Hickory Street, Melbourne, Florida 32901.

ARTICLE III: DURATION

The Company shall commence upon the execution of these Articles and shall exist and continue until such time as the Company is terminated in accordance with these Articles and the Operating Agreement.

ARTICLE IV: MANAGEMENT

The Company is to be managed by a manager and the name and address of such manager is:

James H. Fallace
1900 South Hickory Street
Melbourne, FL 32901

ARTICLE V: INITIAL REGISTERED AGENT

The initial street address in Florida of the initial registered office of the Company is 1900 S. Hickory Street, Melbourne, Florida 32901 and the name of the initial registered agent of the Company at that address is James H. Fallace. The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said Limited Liability Company.

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ARTICLE VI: ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining Members to admit additional Members and the terms and conditions of the admissions shall be: additional Members may be admitted to this Company by a majority vote of the then existing Members.

ARTICLE VII: MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining Members of this Limited Liability Company shall have the right to continue the business upon the withdrawal, adjudicated incompetency, expulsion, bankruptcy, dissolution, retirement, or resignation or the occurrence of any other event which terminates the continued membership of a Member upon the majority vote of the then remaining Members provided that there are at least two (2) remaining members.

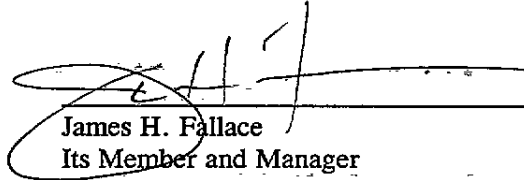
ARTICLE VIII: AMENDMENT TO ARTICLES

The Members shall have the power to adopt, amend, alter, change, or repeal these Articles of Organization when proposed and approved at a Members' meeting with not less than a majority vote of the Members.

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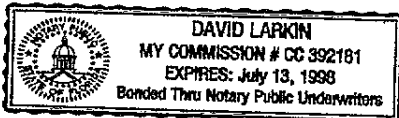
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization this 12th day of January, 1998.


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James H. Fallace
Its Member and Manager

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 12th day of January, 1998, by James H. Fallace, the Manager of HICKORY INVESTMENTS, L.C., on behalf of Hickory Investments, L.C., and who, first being duly sworn, who is personally known to me or who has produced N/A identification, acknowledged to me that these Articles of Organization are signed on behalf of said limited liability company.




Notary Public
DAVID LARKIN
Printed Name of Notary Public

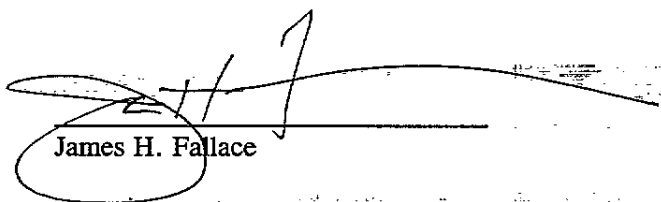
State of Florida at Large
My Commission Expires: 7/13/98
Commission/Serial No.:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of Hickory Investments, 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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-
- 5) the total amount of 2, 3, and 4 is \$ 1,000.00


James H. Fallace

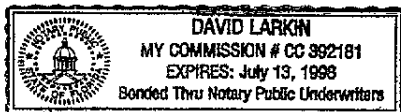
Signature of a member or authorized representative of a member.
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)

COUNTY OF BREVARD)

) ss:
)

The foregoing Affidavit of Membership and Contributions was acknowledged before me this 12th day of January, 1998, by James H. Fallace, the Manager of HICKORY INVESTMENTS, L.C., on behalf of Hickory Investments, L.C., and who, first being duly sworn, who is personally known to me or who has produced N/A identification, acknowledged to me that this Affidavit was signed on behalf of said limited liability company.



Notary Public

DAVID LARKIN
Printed Name of Notary Public

State of Florida at Large

My Commission Expires: 7/13/98

Commission/Serial No.:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Hickory Investments, L.C.
2. The name and address of the registered agent and office is:

James H. Fallace

(Name)

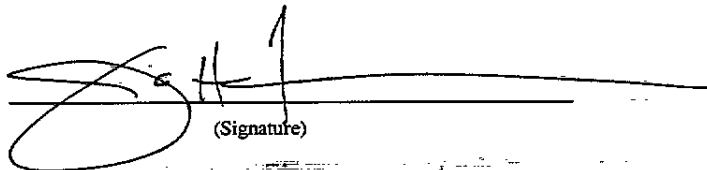
1900 S. Hickory Street

(P.O. Box not acceptable))

Melbourne, Florida 32901

(City/State/Zip)

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.


(Signature)

1/12/98

(Date)

Filing Fee: \$35.00 for Designation of Registered Agent