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**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILING articles

1.) The Riverview Professional Center, L.C.
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SPECIAL INSTRUCTIONS

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93 MAR 31 PM 3:00
TALLAHASSEE, FLORIDA
SECRET



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: THE RIVERVIEW PROFESSIONAL CENTER,L.C.
Ref. Number: W98000007052

We have received your document for THE RIVERVIEW PROFESSIONAL CENTER,L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 198A00016981

ARTICLES OF ORGANIZATION
OF
THE RIVERVIEW PROFESSIONAL CENTER, OF MELBOURNE, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be THE RIVERVIEW PROFESSIONAL
CENTER OF MELBOURNE, L.C. ("Limited Company")

ARTICLE II

EFFECTIVE DATE

Pursuant to Section 608.409(1), Fla. Stat. (1997), the Limited Company's existence shall begin on March 27, 1998, and these Articles of Organization shall be filed within five (5) business days of said date.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 1825 Riverview Drive in the City of Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The above is also the mailing address.

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TALLAHASSEE
FLORIDA

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of the Limited Company is 1825 Riverview Drive, City of Melbourne, County of Brevard, State of Florida, and the name of the Limited Company's initial Registered Agent is James L. Reinman of Reinman Matheson Kostro & Vaughan, P.A.

ARTICLE V

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Company is authorized to transact, shall be as follows:

1. The purpose and character of the Company is to acquire, develop, own, maintain, improve, manage and operate certain real property more specifically known as:

**1825 South Riverview Drive, Camps Plat of Melbourne, Lots 1,
2, 3 and 4 Exchange Street Road R/W, Block 17.**

2. To engage in any activity or business authorized under the Florida Statutes.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited

Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VI

EXERCISE OF POWERS

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

ARTICLE VII

DURATION

The Limited Company shall continue in full force and effect for twenty (20) years beginning on March 27, 1998, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute 608.441, or as provided in the Regulations adopted by the Members.

ARTICLE VIII

MEMBERS

The Members of this Limited Company and their addresses are:

JAMES L. REINMAN
1825 Riverview Drive
Melbourne, Florida 32901

BRUCE A. MITCHELL
100 Mansell Court East, Suite 400
Roswell, Georgia 30076

ARTICLE IX

MANAGEMENT

The Limited Company shall be managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of Members or until his successor(s) are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES L. REINMAN	1825 Riverview Drive Melbourne, Florida 32901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of the time of admission to the Limited Company. A Member's interest in the Limited Company may not be sold or otherwise transferred except with unanimous written consent of all Members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event terminates the continued membership of a Member in the

Limited Company, the remaining Member shall have the right to continue the business and unanimous consent of the remaining Members.

ARTICLE XI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the Limited Company by the Members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the Members. Members may make contributions in equal shares, or such other proportions as determined from time to time by the Members.

ARTICLE XII

PROFITS AND LOSSES

(A) PROFIT SHARING

The Members shall be entitled to the net profits arising from the operation of the Limited Company business that remain after the payment of the expenses of conducting the business of the Limited Company. Each member shall be entitled to a distributive share of the profits as set forth in the regulations of the Company.

(B) LOSSES

All losses that occur in the operation of the Limited Company business shall be paid out of the capital of the Limited Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the Members in shares equal to their ownership interest in the Limited Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII

INDEMNIFICATION

The Limited Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Company. The Limited Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Company, or is or was serving at the request of the Limited Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Company.

ARTICLE XIV

POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Company shall be vested solely in the Members of the Limited Company, and shall be by a unanimous vote of approval of the Members.

ARTICLE XV

LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Limited Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Company.

ARTICLE XVI

LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company shall be vested in the Members of the Limited Company. Regulations adopted by the Members may be repealed or altered; new regulations may be adopted by the Members; and the Members may prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the Limited Company not inconsistent with Florida law or the Articles of Organization.

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STATE
TALLAHASSEE FLORIDA

ARTICLE XVII

PURCHASE OF COMPANY PROPERTY

Real or personal property owned or purchased by the Company shall be held and owned and conveyance shall be made, in the name of the Company. Instruments and documents providing for the acquisition, mortgage, purchase money mortgage, promissory notes, or disposition of property of the Company, including, but not limited to

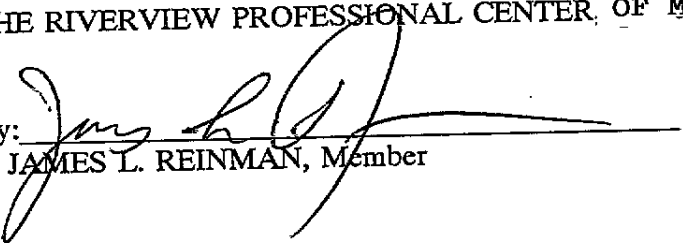
**1825 South Riverview Drive, Camps Plat of Melbourne, Lots 1,
2, 3, and 4 Exchange Street Road R/W, Block 17, Melbourne,
Brevard County, Florida.**

shall be valid and binding upon the Limited Company if they are executed by one or more Manager of the Limited Company or any authorized agent of the Manager or Members.

IN WITNESS WHEREOF, the undersigned authorized agent has caused these Articles of Organization to be executed this 27th day of March, 1998.

THE RIVERVIEW PROFESSIONAL CENTER, OF MELBOURNE, L.C.

By:


JAMES L. REINMAN, Member

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98 MAR 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that THE RIVERVIEW PROFESSIONAL CENTER, ^{OF MELBOURNE} L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named James L. Reinman of Reinman Matheson Kostro & Vaughan, P.A., located at 1825 Riverview Drive, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office, and as Registered Agent am familiar with, and accept, the obligations of that position.

By: 

JAMES L. REINMAN

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March 27, 1998

**AFFIDAVIT
OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA
COUNTY OF BREVARD

In compliance with Florida Statutes Section 608.407(2), the undersigned Member or authorized representative of a Member of THE RIVERVIEW PROFESSIONAL CENTER, OF MELBOURNE, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000.00).
3. If any, the agreed value of property other than cash contributed by the Members is \$0.
4. The total amount of cash or other property anticipated to be contributed by the Members is One Thousand Dollars (\$1,000.00). This total includes the amounts from 2 and 3 above.

THE RIVERVIEW PROFESSIONAL CENTER, OF
MELBOURNE, L.C.

By: _____

James L. Reinman, Member

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MAR 31 PM 3:00
CLERK OF DISTRICT COURT
FLORIDA

The foregoing instrument was acknowledged before me this 27th day of March, 1998, by James L. Reinman, on behalf of THE RIVERVIEW PROFESSIONAL CENTER, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Dorothy Arolyn Brown
Notary Public

My Commission Expires:

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March 27, 1998

