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RANDOLPH W. HUNTER, P.A.

THE OGLETREE BUILDING
300 NORTH MAIN STREET, SUITE 200
GREENVILLE, SOUTH CAROLINA 29601

RANDOLPH W. HUNTER
MARGARET SHEEHAN PLUMMER†

TELEPHONE (864) 232-5000
FAX (864) 242-5545

CHARLESTON, SC
TELEPHONE
(803) 965-5900

E-Mail RHunter@Teleco.Com

†ALSO ADMITTED IN VIRGINIA

March 31, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/02/98--01091--003
****285.00 ****285.00

RE: Masters Choice South Atlantic, LLC

Dear Sir or Madam:

Enclosed for filing, please find a Transmittal Letter, Articles of Organization, Affidavit of Membership and a check to cover the limited liability company filing fee in the amount of \$285.00. The Certificate of Designation of Registered Agent for Masters Choice South Atlantic, LLC is being sent to you under separate cover.

Please file stamp the enclosed copy of the Articles of Organization and return it to me in the enclosed self addressed stamped envelope. Thank you for your assistance.

Sincerely,

Margaret Sheehan Plummer
Margaret Sheehan Plummer

Enclosures

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Name	9243
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Masters Choice South Atlantic, LLC
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.
Please send one check for the total amount made payable to the Florida Department of State.

FROM: Randolph W. Hunter, P.A.
Name (Printed or typed)
300 North Main Street, Suite 200
Address
Greenville, SC 29601
City, State & Zip
(864) 232-5000
Daytime Telephone number

SECRET
DIVISION OF CORPORATIONS
FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the limited liability company is:

Masters Choice South Atlantic, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is:

7624 San Remo Place, Orlando, Florida 32385

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Fifty years from the effective date, unless the duration shall be extended by amendment or unless the limited liability company shall be sooner dissolved.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Greg Price, 1029 Old Stage Road, Suite D, Simpsonville, SC 29681

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Upon unanimous consent of the remaining members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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:

Upon receiving notice of the termination of membership of a member, the Member

Manager(s) shall, within 30 days, call for a vote by the remaining members on the continuation of the business and the business shall be continued only if a Majority in Interest of the remaining members agree in writing to continue the business.

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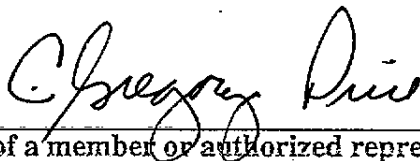
SECRETARY OF STATE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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SEC. 1070 STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____
Masters Choice South Atlantic, LLC _____ 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 \$ 100,000
- 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 \$ 100,000
This total includes amounts from 2 and 3 above.



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.)

**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.

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1. The name of the limited liability company is: _____
Masters Choice South Atlantic, LLC

2. The name and address of the registered agent and office is:

Roy Beckett
(NAME)

7624 San Remo Place
(P. O. Box NOT ACCEPTABLE)

Orlando, FL 32385
(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)

3/27/98
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent