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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

Florida Apple South, L.L.C.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is:

c/o Chopin, Miller & Yudenfreund 440 Royal Palm Way, Suite 200 Palm Beach, Florida 33480

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

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

Gregory Georgas c/o Chopin, Miller & Yudenfreund 440 Royal Palm Way, Suite 200 Palm Beach, Florida 33480

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

Jacqueline S. Miller Chopin, Miller & Yudenfreund 440 Royal Palm Way, Suite 200 Palm Beach, Florida 33480

4/24/98 (Date)

(Signature of Member or the Authorized Representative of a Nember)

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REGISTERED AGENT ACCEPTANCE

Having been named as a registered agent and to accept service of process for the above-stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

zacqueline S. Miller

Title:

(Date

Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Florida Apple South, L.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 members is _O_;
- 3. the total amount of property other than cash contributed by the members is \underline{O} ; and
- 4. the total amount of cash or property anticipated to be contributed by members is <u>--O</u>. This total includes amounts from 2 and 3 above.

regory deorgas, Member

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