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FEE, KOBLEGARD & DeROSS

ATTORNEYS AT LAW

An Affiliation of Professional Associations

401-A SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34950

FRANK H. FEE, III
R.N. KOBLEGARD, III, -
Board Certified Civil Trial Lawyer
of FEE & KOBLEGARD, P.A.

JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

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(561) 468-8461

May 8, 1998

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

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****285.00 ****285.00

Re: Campbell Holding Company, L.C.

Dear Sir or Madam:

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CM

Enclosed please find an original and one copy of Articles of Organization for Campbell Holding Company, L.C., a limited liability company along with our check in the amount of \$285.00 for filing fee, etc. Enclosed is a return envelope for the conformed copy. Thank you.

Yours very truly,

Connie S. Moore

Connie S. Moore
Legal Assistant

csm

enclosures

FILED
98 MAY 11 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CAMPBELL HOLDING COMPANY, L.C.

FILED
98 MAY 11 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, **CAMPBELL HOLDING COMPANY, L.C.**, and its principal place of business shall be in St. Lucie County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 4690 Shinn Road, Fort Pierce, Florida 34945, and its mailing address shall be Post Office Box 14019, Fort Pierce, Florida 34979.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is **401-A South Indian River Drive, Fort Pierce, Florida 34950**, and the name of its initial registered agent is **Frank H. Fee, III, Esquire.**

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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MAY 11 PM 1:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of Three Thousand Dollars (\$3,000.00) cash shall be paid by the members of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
Charles M. Campbell 4080 SE Old St. Lucie Blvd. Stuart, FL 34994	\$1,000.00	33 1/3%
Charles M. Campbell, Jr. 506 N.E. 3rd Street Okeechobee, FL 34972	\$1,000.00	33 1/3%
John D. Campbell Post Office Box 97 Keenansville, FL 32739	\$1,000.00	33 1/3%
TOTALS	\$3,000.00	100%

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with generally accepted accounting principles. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. **Charles M. Campbell**, whose address is 4080 SE Old St. Lucie Boulevard, Stuart, Florida 34994, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of **CAMPBELL HOLDING COMPANY, L.C.**

FILED
93 MAY 11 PM 1:01
CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 28th day of

April, 1998.

CHARLES M. CAMPBELL
CHARLES M. CAMPBELL, JR.
JOHN D. CAMPBELL

By: Frank H. Fee, III

FRANK H. FEE, III, ESQUIRE
Attorney at Law
Authorized Representative
Pursuant to §608.407,
Florida Statutes

FILED
98 MAY 11 PM 1:01
TALLAHASSEE, FLORIDA
CLERK OF STATE

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Frank H. Fee, III

FRANK H. FEE, III, ESQUIRE

DATE: April 28, 1998

IN RE: ARTICLES OF ORGANIZATION
OF
OF CAMPBELL HOLDING COMPANY, L.C.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

FILED
98 MAY 11 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared **FRANK H. FEE, III**, who, after first being duly sworn, did depose and say that:

1. He is authorized representative, attorney and agent in this behalf for the members named in the Articles of Organization for CAMPBELL HOLDING COMPANY, L.C., and as such is authorized to make this sworn statement; and

2. The limited liability company, CAMPBELL HOLDING COMPANY, L.C., has at least two (2) members; and

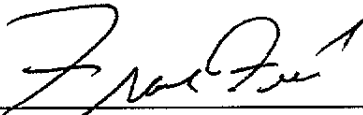
3. The actual amount of cash contributed as capital to the limited liability company, CAMPBELL HOLDING COMPANY, L.C., is \$3,000.00; and

4. There is no property contributed as capital to the limited liability company, CAMPBELL HOLDING COMPANY, L.C., other than cash in the amount of \$3,000.00, and for which there is an agreed value; and


5. The total amount of cash or property anticipated in the future to be contributed by the members of CAMPBELL HOLDING COMPANY, L.C., is cash in the approximate amount of \$6,500,000.00; and

6. This Affidavit is made and given in conformity with the provisions of Section 608.407(2), Florida Statutes.

Further Affiant Sayeth Not.


FRANK H. FEE, III

SWORN TO AND SUBSCRIBED before me
this 28th day of April, 1998
by Frank H. Fee, III, who is
personally known to me.


Connie Sue Moore, Notary Public
State of Florida at Large
My Commission Expires:
My Commission Number:



Connie Sue Moore
MY COMMISSION # CC619525 EXPIRES
April 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 MAY 11 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA