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

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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8/7/98

CUS

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LC

☒ CERTIFIED COPY

PHOTO COPY

1.) Candler Memorial LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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*****337.50 *****337.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 11:19

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

Candler Memorial LLC

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company to be formed hereunder is "Candler Memorial LLC"

ARTICLE II

DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 7th day of August, 1998, or as soon thereafter as these Articles of Organization are filed with the Florida Secretary of State and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III

PURPOSES and LIMITATIONS

The purpose of the limited liability company is to engage in leasing, management, brokerage, development, equity ownership and other real estate related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members limited as provided herein.

This limited liability company shall be governed and controlled by those certain Regulations entitled Bankruptcy Remote Governance Regulations, a copy of which has been signed by all Members which are incorporated herein by reference the same as if fully set forth herein and in the event of any conflict between any of the provisions hereof and said Regulations the provisions of said Regulations shall govern and supercede for limitations.

ARTICLE IV

POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V

ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is 2152- 14th Circle North St. Petersburg, FL 33713. This is also the company's mailing address.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

Tucker Aguirre
2854 - Johnson Ferry Road, Suite 150
Marietta, Georgia 30062

Larry Sertich
2854 - Johnson Ferry Road, Suite 150
Marietta, Georgia 30062

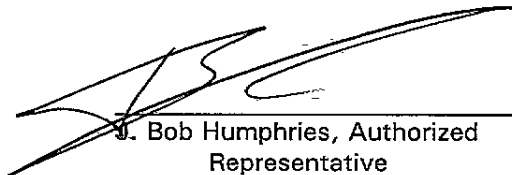
Clark H. Scherer III
Compass USA, Ltd.
2152 14th Circle North
St. Petersburg, FL 33713

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ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida, 33602, and the name of its initial registered agent is J. Bob Humphries.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 6th day of August, 1998.


J. Bob Humphries, Authorized
Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by J. Bob Humphries, as the authorized representative of the members of Candler Memorial LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Michelle R Collins

Signature of Notary Public



MICHELLE R. COLLINS
COMMISSION # CC581238
EXPIRES SEP 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Notary Commission Expiration Date
(if not perpetual authority)

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Candler Memorial LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 6th day of August, 1998.



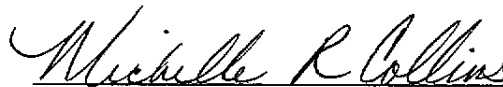
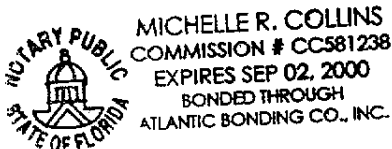
J. Bob Humphries

Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by J. Bob Humphries, as Registered Agent for Candler Memorial LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public

Notary Commission Expiration Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as the authorized representative of a member of Candler Memorial LLC (the "Company"), deposes and says:

1. The Company has at least two members, and the amount of cash initially contributed to the Company's capital by the members is \$100.00.
2. The agreed value of property other than cash contributed by members is zero.
3. The additional amount of cash or property anticipated to be contributed by the members is not expected to exceed zero.
4. The total amount of cash, other property and anticipated additional contributions is \$100.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 6th day of August, 1998.


J. Bob Humphries, Authorized
Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by J. Bob Humphries, as the authorized representative of the members of Candler Memorial LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.




Signature of Notary Public

Notary Expiration Date
(if not perpetual authority)

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