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J. ANDREW KELLER, III, C.P.A.

8/24

August 26, 1998

CM

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

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***337.50 ***337.50

RE: Capital Properties of Leon County, L.L.C.
Formation of Limited Liability Company

Dear Division of Corporations:

do

Enclosed for filing please find one original and two copies of the Articles of Organization, Affidavit of Membership and Contributions, and a Certificate of Designation of Registered Agent/Registered Office for Capital Properties of Leon County, L.L.C.

Please file these Articles, Affidavit, and Certificate of Designation, certify one copy, and stamp the other copies "Filed."

I have enclosed a check in the amount of \$337.50 for the filing and certification fees. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on August 27, 1998.

FILED
AUG 26 AM 9:03
TALLAHASSEE, FLORIDA

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Division of Corporations
August 26, 1998
Page 2

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,



Nancy M. Burke

cc: Mark E. Kaplan, Esq.
John C. Lovett, Esq.
Mr. Bart Gunter

Enclosures

FILED
26 AUG 26 21 31 03
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CAPITAL PROPERTIES OF LEON COUNTY, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 – Name

The name of this limited liability company is Capital Properties of Leon County, L.L.C. ("Company").

Article 2 – Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 – Mailing Address and Street Address

The Company's mailing address is P.O. Box 12099, Tallahassee, Florida 32317, and its street address is 1545 Raymond Diehl Road, Tallahassee, Florida 32308.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is John C. Lovett, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 – Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Regulations.

Article 6 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

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TALLAHASSEE, FLORIDA

Article 7 – Management of the Company

The management of the Company is reserved to the members. The following persons will initially be the managing members:

Mr. William Gunter
3802 Leane Drive
Tallahassee, Florida 32308

Samuel B. Rogers, Sr.
3710 Galway Drive
Tallahassee, Florida 32308

Mr. Bart Gunter
1534 Mitchell Avenue
Tallahassee, Florida 32303

Josh Forehand
902 Golfview Avenue
Tampa, Florida

Mr. Samuel B. Rogers, Jr.
1741 Marston Place
Tallahassee, Florida 32312

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TALLAHASSEE, FLORIDA

Article 8 – Regulations

The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 – Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 26 day of August, 1998.



Nancy M. Burke, Esq.
Authorized Representative for the Members

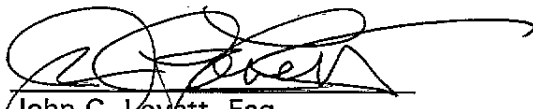
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Capital Properties of Leon County, L.L.C.
2. The name and address of the registered agent and office is:

John C. Lovett, Esq.
106 East College Avenue
Suite 1200
Tallahassee, Florida 32301

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.


John C. Lovett, Esq.

8-26-98
Date

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
CAPITAL PROPERTIES OF LEON COUNTY, L.L.C.**

The undersigned member or authorized representative of a member deposes and says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 1,000.⁰⁰;
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0; and
- 4) the total amount of cash or property anticipated to be contributed by members is 1,000.⁰⁰. This total includes amounts from 2 and 3 above.

Bart D. Gunter
Bart Gunter

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TALLAHASSEE, FLORIDA

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.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Affidavit of Membership and Contributions of 1,000.⁰⁰ was subscribed before me this 26 day of August, 1998, by Bart Gunter, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

Manuela B Stokes

Notary Public

My Commission Expires: MANUELA B. STOKES
Notary Public - State of Florida
My Commission Expires May 21, 1999
Commission # CC451740