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LAW OFFICE

WILLIAMS & PROCHASKA, P.C.

W. MITCHELL CONE, SHAREHOLDER

ALSO LICENSED IN ARKANSAS

WRITER'S DIRECT DIAL NUMBER

(615) 242-0087

REPLY TO NASHVILLE OFFICE

September 1, 1998

Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Filing of Documents for Kiva of Mt. Dora, LLC

Dear Madam or Sir:

Please find enclosed the following items for filing:

1. Articles of Organization for Kiva of Mt. Dora, LLC;
2. Affidavit of Capital Contributions for Limited Liability Company;
3. Designation of Registered Agent; and
4. Check in the amount of \$346.25 to cover the filing fee for the Articles or Organization and Affidavit, the Designation of Registered Agent, to received a certified copy of the foregoing, and a Certificate of Status.

Please return filed stamped copies of the foregoing, as well as a certified copy and a Certificate of Status to me at your earliest convenience. We have enclosed a pre-addressed, postage-prepaid envelope for your convenience.

Sincerely Yours,

Williams & Prochaska, P.C.

By:



W. Mitchell Cone

Name	9/8/98
Availability	dec
Document Examiner	---
Updater	---
Updater Verifyer	WMC\akm
Enclosures	DCC
Acknowledgment	cc: Tom Scarborough f:\worddocs\scarboro\kiva\mt.dora\corres\file.fl sos.doc
W. P. Verifyer	DCC

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W980000020407

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
WILLIAMS & PROCHASKA, P.C.

W. MITCHELL CONE, SHAREHOLDER
ALSO LICENSED IN ARKANSAS
WRITER'S DIRECT DIAL NUMBER
(615) 242-0087
REPLY TO NASHVILLE OFFICE

September 11, 1998

Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Ref. Number: W98000020407
Kiva of Mt. Dora, LLC

Dear Madam or Sir:

Please find enclosed the Affidavit of Membership And Capital Contributions for a Limited Liability Company along with a copy of the prior correspondence received from you.

Please call me if you have need of anything further.

Sincerely Yours,

Williams & Prochaska, P.C.

By:



W. Mitchell Cone

WMC\akm
Enclosures
cc: Tom Scarborough
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1998

W. MITCHELL CONE
C/O WILLIAMS & PROCHASKA, P.C.
401 CHURCH STREET, SUITE 2600
NASHVILLE, TN 37219

SUBJECT: KIVA OF MT. DORA, LLC
Ref. Number: W98000020407

We have received your document for KIVA OF MT. DORA, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The affidavit you submitted does not meet the requirement of 608.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00045636

ARTICLES OF ORGANIZATION

OF

KIVA OF MT. DORA, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is Kiva of Mt. Dora, LLC (hereinafter referred to as the "Company").

1. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of Florida Limited Liability Act; or
- (iii) By the mutual written agreement of a majority in capital interest of the Members.

2. **PURPOSE.**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company

shall have all the powers vested in a limited liability company organized and existing
virtue of such laws.

3. **ADDRESS OF PLACE OF BUSINESS.**

The mailing address and the street address of the place of business
the Company is 505 East 9th Avenue, Mt. Dora, Florida, 32757. Such address may be
changed from time to time as provided in the Operating Agreement.

4. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is Dennis M.
Childers, and the initial registered office is located at 2061 CR 13A, St. Augustine,
Florida, 32095.

5. **INITIAL CAPITAL CONTRIBUTIONS.**

The total amount of cash and a description of the agreed value of
property other than cash contributed to the Company is as follows:
One Thousand and 00/100 Dollars (\$ 1,000⁰⁰) in
cash and Zero Dollars (\$0.00) in value of other property is being contributed to the
Company.

6. **ADDITIONAL CONTRIBUTIONS.**

The total additional contributions, if any, agreed to be made by all
members and the times at which, or the events of happening of which, that shall be
made, are as follows: No total additional contributions have been agreed to as of the
date of filing of these Articles of Organization. Additional contributions, if any, will be
made upon unanimous written agreement of the Members, or as otherwise provided in
the Operating Agreement.

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SECRETARY OF STATE

7. **ADDITIONAL MEMBERS.**

The Company shall have at least two (2) Members, and may admit additional members upon the prior unanimous written agreement of the then existing Members or as otherwise provided in the Operating Agreement.

8. **CONTINUITY OF BUSINESS.**

Upon the 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 Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. **MANAGEMENT.**

The Members may elect a manager in the manner provided in any written operating agreement among all of the Members. Any such Manager shall have the powers and authority expressly granted under the operating agreement. The Initial Managing Member is:

Thomas D. Scarborough, MGR
4717 Stuart Glen Drive
Suite 201
Nashville, TN 37215

10. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member or former Member to the full extent permitted under the Florida Limited Liability Company Act.

Executed at Nashville, Tennessee, on the 31st day of August, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIVA OF MT. DORA, LLC
a Florida limited liability company

BY: 

THOMAS D. SCARBOROUGH
MANAGER

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98 SEP 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, W. MITCHELL CONE, a Notary Public in and for the State and County aforesaid, Thomas D. Scarborough, the within named affiant, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing Instrument for the purposes therein contained.

WITNESS my hand and seal at office, on this 15th day of September, 1998.



Notary Public

My Commission Expires: 3/23/2003

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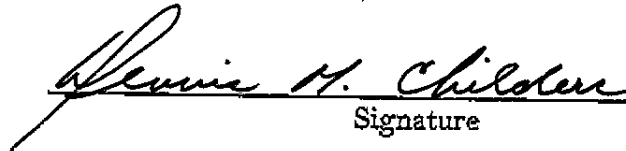
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is : **KIVA OF MT. DORA, LLC**
2. The name and the Florida street address of the registered agent are:

DENNIS M. CHILDERS
2061 CR 15A
ST. AUGUSTINE, FL 32095

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place and 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

Filing Fee: \$35 for Designation of Registered Agent

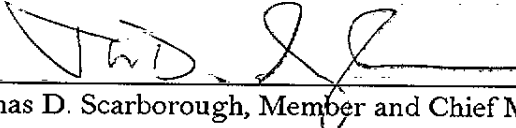
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS FOR A
LIMITED LIABILITY COMPANY**

KIVA OF MT. DORA, LLC

The undersigned member of Kiva of Mt. Dora, LLC certifies that:

- (1) The limited liability company has at least one member;
- (2) The total amount of the cash contributed by the members is \$1,000.00.
- (3) There have been no contributions by members of property other than cash.
- (4) The total amount of cash or property anticipated to be contributed by the members is \$10,000.00.



Thomas D. Scarborough, Member and Chief Manager

Dated: 9/11/98

(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.)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA