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ATTORNEYS AT LAW

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‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW

September 16, 1998

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

900002645119--6
-09/21/98--01130--007
****337.50 ****337.50

Re: *WLWM Associates, L.C.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Organization and accompanying Affidavit for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$337.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,


Gary B. Frese

GBF/lkw
Enclosures as stated

L98-1937

Name	OK
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION
OF
WLWM ASSOCIATES, L.C.**

FILED
98 SEP 21 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being a natural person competent to contract, hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I

The name of this limited liability company shall be **WLWM ASSOCIATES, L.C.**

ARTICLE II

This limited liability company shall commence upon the execution of these Articles and shall exist for thirty (30) years from the date of filing of these Articles with the Department of State of Florida.

ARTICLE III

The purpose of this limited liability company is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

The initial Members of this limited liability company shall contribute approximately One Hundred and 00/100 Dollars (\$100.00) cash.

ARTICLE V

The Members may admit additional Members upon terms and conditions set out in the regulations described in Article VIII below. Upon the occurrence of any event which results in the

loss of a Member of this limited liability company, the remaining Member or Members shall, unless otherwise elected, continue the existence of this limited liability company.

ARTICLE VI

This limited liability company shall be managed by the following Manager:

W.L. Christopher Miller
6300 N. Wickham Road, #130, Box 212
Melbourne, Florida 32904

William W. Miller, III
6300 N. Wickham Road, #130, Box 212
Melbourne, Florida 32904

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Such Manager shall serve until the first annual meeting of Members or until his successor is elected and qualified.

ARTICLE VII

The initial street and mailing address of the principal place of business of this limited liability company is 6300 N. Wickham Road, #130, Box 212, Melbourne, Florida, 32904. The initial address in Florida of the initial registered office of this Company is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Company at that address is Gary B. Frese.

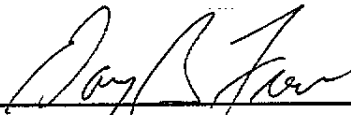
ARTICLE VIII

The Members of this limited liability company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of this limited liability company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

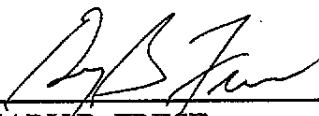
The Manager shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization, this 16th day of September, 1998.



GARY B. FRESE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.



GARY B. FRESE
Registered Agent

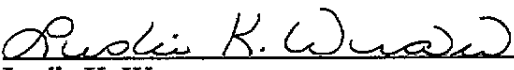
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, to me known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed and subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State aforesaid this 16th day of September, 1998.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THROUGH TROY PAW INSURANCE, INC.



Leslie K. Weaver
Notary Public

My Commission Expires:
08-09-00

FILED
98 SEP 21 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY, before me, the undersigned authority, duly authorized to take acknowledgments in the State and County last aforesaid, did personally appear GARY B. FRESE, who, after first being sworn upon his oath, deposes and says:

1. WLWM ASSOCIATES, L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida, has at least two (2) members.

2. The total amount of cash to be contributed to the Company by its Members is as follows: One Hundred and 00/100 Dollars (\$100.00) cash. No property has been contributed to the Company. No further contributions of cash or property are anticipated.

FURTHER AFFIANT SAYETH NOT.

Signed this 16th day of September, 1998.



GARY B. FRESE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 16th day of September, 1998, by GARY B. FRESE. He is personally known to me.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Leslie K. Weaver
Notary Public, State of Florida at Large

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA