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MESSAGE: Urgent For Review Please Reply

Re: Filing Articles of Organization for Waterford Associates, LLC

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LIMITED LIABILITY COMPANY

Waterford Associates, LLC

Certificate of Status	6
Certified Copy	1
Page Count	01
Estimated Charge	\$390.00

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ARTICLES OF ORGANIZATION
OF
WATERFORD ASSOCIATES, LLC

The undersigned Member, desiring to form a limited liability company under the Florida Limited Liability Company Act ("Act"), Sections 608.401 - 608.514, Florida Statutes, does hereby make and file these Articles of Organization.

ARTICLE I

NAME

The name of this limited liability company ("Company") is:
WATERFORD ASSOCIATES, LLC

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ARTICLE II

PERIOD OF DURATION

The Company will dissolve on October 1, 2018, unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL ADDRESS

The mailing address and the address of the Company's principal office are:

3300 PGA Boulevard, Suite 620
Palm Beach Gardens, Florida 33410-2811

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John White II, Esq. (FL Bar No. 0289485)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company in the State of Florida is:

3300 PGA Boulevard, Suite 620
Palm Beach Gardens, Florida 33410-2811

The name of the initial registered agent designated by the Company at that address is:
Robert A. McIntosh

ARTICLE V

ADDITIONAL MEMBERS

The Members may not admit new Members without the consent of all Members.

ARTICLE VI

CONTINUATION OF BUSINESS

In the event of the death, bankruptcy or dissolution of a Member or the occurrence of other event which terminates the continued membership of a Member in the Company, the business of the Company will be continued if the Members (excluding the deceased, bankrupt or dissolved Member) owning in excess of 50% of the Percentage Interests (again, excluding that of the deceased, bankrupt or dissolved Member) should so consent at a special meeting of Members called for such purpose, for which the Manager will give notice to all Members promptly after learning of such event.

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ARTICLE VII

MANAGEMENT OF COMPANY AND ITS AFFAIRS

The Company is to be managed by a Manager. The following is the initial Manager who is to serve until the first annual meeting of Members or until its successor is elected and qualifies:

Name

Southern Storage Management Systems, Inc.

345354

Address

3300 PGA Boulevard, Suite 620
Palm Beach Gardens, Florida 33410

ARTICLE VIII

TRANSFERRER OF MEMBER

The assignee of an interest in the Company will become a member with the consent of all the Members.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed to these Articles of Organization on the date hereinafter set forth.

COMAC JOG, INC.

By:

Robert A. McJannet
Robert A. McJannet
President
(SEAL)

Date: October 15, 1998

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

PURSUANT TO THE PROVISIONS OF SECTION 608.15 OR 608.507, 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 WATERFORD ASSOCIATES, LLC (the "Company").
2. The name and address of the registered agent and office are: Robert A. McIntosh, 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410-2811.

Having been named as registered agent and to accept service of process for the 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 the 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.

Date: October 15, 1998.


Robert A. McIntosh

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member or authorized representative of a Member of WATERFORD ASSOCIATES, LLC, a Florida limited liability company (the "Company"), deposes and says:

1. The Company has at least 1 member.
2. The total amount of cash contributed by the Members is \$525,000.
3. If any, the agreed value of property other than cash contributed by the Members is \$-0-, and a description of the property is attached hereto and made a part hereof.
4. The amount of cash or property anticipated to be contributed by the Members is \$-0-.
5. The total amounts of items 2, 3 and 4 is \$525,000.
6. The execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Robert A. McIntosh
 Robert A. McIntosh

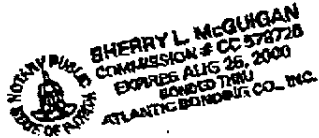
SWORN TO AND SUBSCRIBED before me this 15th day of October, 1998, by Robert A. McIntosh who is personally known to me OR () who produces nothing as identification.

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Sherry L. McGugan
 Notary Signature

Sherry L. McGugan
 Print Notary Name

NOTARY PUBLIC
 State of Florida at Large
 My Commission Expires:



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