

Division of Corporations

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L98000002821

Florida Department of State
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SECRET OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

SOUTHEAST 46, L.L.C.

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ARTICLES OF ORGANIZATION

OF

SOUTHEAST 46, L.L.C.,
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE ONE - NAME

The name of the limited liability company shall be SOUTHEAST 46, L.L.C. (the "Company").

ARTICLE TWO - COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate no later than December 31, 2048. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office, mailing address, and street address of the Company shall be located at 213 Shady Oak Circle, Lake Mary, Florida 32746-3685.

ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 213 Shady Oak Circle, Lake Mary, Florida 32746-3685, and the initial registered agent of the Company at that address shall be T. B. BALL, III. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

This document was prepared by:
Stephen D. Feinberg, Esquire
Post Office Box 3829
Orlando, Florida 32802-3829
Telephone (407) 426-2360
Florida Bar No.: 218375

ARTICLE FIVE - ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the written consent of Members of the Company owning at least sixty percent of the Percentage Interests of the Company.

ARTICLE SIX - MANAGEMENT

The business and affairs of the Company shall be managed by the Managing Member. The name and address of the Managing Member who is to serve until the first annual meeting of members or until a successor is duly elected and qualified is:

NAME

ADDRESS

T. B. BALL, III

213 Shady Oak Circle
Lake Mary, Florida 32746-3685

ARTICLE SEVEN - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

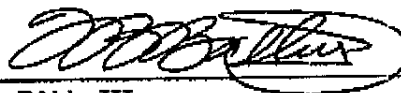
ARTICLE EIGHT - ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

ARTICLE NINE - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 23rd day of November, 1998.



T. B. BALL, III

Fax audit # H980000218977

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of November, 1998 by T. B. BALL, III, who is personally known to me. ~~or who did produce~~
_____ as identification.


Print Name: Stephen D. Feinberg
Notary Public, State of Florida

My Commission Expires:



Fax audit # H980000218977

MEMBER AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared T. B. BALL, III (the "Affiant"), who after first being duly sworn, deposed, stated and certified the following:

1. That Affiant is a member of **SOUTHEAST 46, L.L.C.**, a to-be-formed Florida limited liability company (the "Company").
2. That the Company has at least one (1) Member.
3. That the Affiant, in connection with the filing of the Articles of Organization of the Company, hereby states and declares that to the best knowledge of Affiant, the amount of the capital contributions of the Members and the anticipated amount of the capital contributions of the Members are as follows:


<u>Member</u>	<u>Amount of Capital Contributions</u>
T. B. BALL, III	\$900.00
STEPHEN J. HATCH	\$100.00

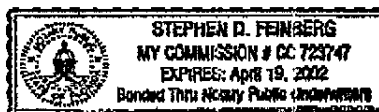
No Property is Being Contributed.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


T. B. BALL, III

The foregoing instrument was acknowledged before me this 23rd day of November, 1998 by T. B. BALL, III, who is personally known to me ~~or who did produce~~ as identification.


Notary Public
Name and Seal



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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

SOUTHEAST 46, L.L.C. (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated T. B. BALL, III as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2137 Shady Oak Circle, Longwood, Florida 32746-3685.

ACCEPTANCE

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 23rd day of November, 1998.



T. B. BALL, III, Registered Agent