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ATTORNEYS AT LAW

An Affiliation of Professional Associations

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Board Certified Civil Trial Lawyer
of FEE & KOBLEGARD, P.A.

JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

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December 10, 1998

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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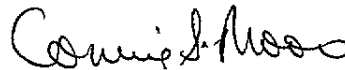
Re: ALJO GROVES, L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for ALJO Groves, L.C.
Also enclosed is a copy of your letter of October 14, 1998.

Please advise if you need anything further. Thank you.

Yours very truly,



Connie S. Moore
Legal Assistant

csm
enclosures

Name	MA
Availability	MA
Document Examiner	MA
Updater	MA
Under Verifier	MA
Acknowledgement	MA
v. P. Verifier	MA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

CSC CORPORATION COMPANY
TAMARA ODOM

SUBJECT: ALJO, L.C.
Ref. Number: W98000023359

We have received your document for ALJO, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00050957

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SECRETARY OF
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
ALJO GROVES, L.C.

The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, **ALJO GROVES, L.C.**, and its principal place of business shall be in Lee County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 23351 North River Road, Alva, Florida 33920, and its mailing address shall be 23351 North River Road, Alva, Florida 33920.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is **401-A South Indian River Drive, Fort Pierce, Florida 34950**, and the name of its initial registered agent is **Frank H. Fee, III, Esquire**.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VI

PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of Two Thousand and No/100 Dollars (\$2,000.00) cash shall be paid by the members of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
EDGAR A. BROWN 13939 Indrio Road Fort Pierce, FL 34945	\$1,000.00	50%
JOSEPH E. BEALE, JR. 1671 S. Thumb Point Drive Fort Pierce, FL 34949	\$1,000.00	50%
TOTALS		100%

ARTICLE VIII

PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance

with the tax basis of accounting used to prepare the Federal Form 1065. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. **JOSEPH E. BEALE, JR.**, whose address is 1671 S. Thumb Point Drive, Fort Pierce, Florida 34949, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of **ALJO GROVES, L.C.**

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 16th day of

December, 1998.

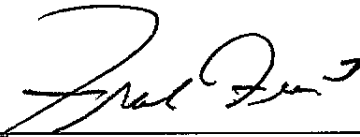
EDGAR A. BROWN
JOSEPH E. BEALE, JR.

By: 

FRANK H. FEE, III, ESQUIRE
Attorney at Law
Authorized Representative
Pursuant to §608.407,
Florida Statutes

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



FRANK H. FEE, III, ESQUIRE

DATE: Dec 10, 1998

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**IN RE: ARTICLES OF ORGANIZATION
OF
OF ALJO GROVES, L.C.**

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

BEFORE ME, the undersigned authority, this day personally appeared **FRANK H. FEE, III**, who, after first being duly sworn, did depose and say that:

1. He is authorized representative, attorney and agent in this behalf for the members named in the Articles of Organization for ALJO GROVES, L.C., and as such is authorized to make this sworn statement; and

2. The limited liability company, ALJO GROVES, L.C., has at least two (2) members; and

3. The actual amount of cash contributed as capital to the limited liability company, ALJO GROVES, L.C., is \$2,000.00; and

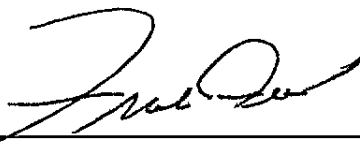
4. There is no property contributed as capital to the limited liability company, ALJO GROVES, L.C., other than cash in the amount of \$2,000.00, and for which there is an agreed value; and

5. The total amount of cash or property anticipated in the future to be contributed by the members of ALJO GROVES, L.C., is cash and property in the approximate amount or value of \$500,000.00; and

6. This Affidavit is made and given in conformity with the provisions of Section 608.407(2),

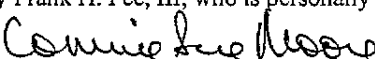
Florida Statutes.

Further Affiant Sayeth Not.



FRANK H. FEE, III

SWORN TO AND SUBSCRIBED before me
this 10th day of December, 1998
by Frank H. Fee, III, who is personally known to me.



CONNIE SUE MOORE, Notary Public



Connie Sue Moore
MY COMMISSION # CC619625 EXPIRES
April 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC.