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THE UNITED STATES
CORPORATION
COMPANY

Prop? W98-29268
00789-00524-00079
ACCOUNT NO. : 072100000032

REFERENCE : 083240 11405A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
93 DEC 30 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 083240-005

400002726684--6

CUSTOMER NO: 11405A

-12/30/98--01074--021
****337.50 ****337.50

CUSTOMER: Kerry M. Wilson, ESQ.
PETERSON & MYERS, P.A.
PETERSON & MYERS, P.A.
141 5th Street Northwest
Suite 300
Winter Haven, FL 33881

DOMESTIC FILING

NAME: LAKE ALFRED DEVELOPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

CONTACT PERSON:	Robert Maxwell
Availability	
Document Examiner	Uest
Updater	
Defiler	
Verifier	
Acknowledgement	
W. P. Veriwer	

Uest
12/31

93 DEC 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: LAKE ALFRED DEVELOPMENT, LLC
Ref. Number: W98000029268

We have received your document for LAKE ALFRED DEVELOPMENT, LLC 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 affidavit must set forth the agreed value and a description of the property contributed by the members, if none, state that.,

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: 198A00061098

ARTICLES OF ORGANIZATION
FOR
LAKE ALFRED DEVELOPMENT, LLC,
A Florida Limited Liability Company

FILED
98 DEC 30 PM 3:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

Name

The name of this Company shall be **LAKE ALFRED DEVELOPMENT, LLC.**

ARTICLE II

Duration/Continuation

The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of the remaining Members, as provided in the Company's Regulations and Operating Agreement, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III

Mailing Address

The mailing address is 130 Haines Blvd. East, Lake Alfred, Florida, 33850. The street address is 130 Haines Blvd. East, Lake Alfred, Florida, 33850.

ARTICLE IV

Registered Agent and Office

The name and street address of the initial registered agent and office for this Company is as follows: Channing L. Delaplane, 130 Haines Blvd. East, Lake Alfred, Florida, 33850.

ARTICLE V

Admission of Additional Members;
Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such

new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VI

Right to Continue Business

The remaining Members may continue the business on the bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII

Management of Company

The Company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

Channing L. Delaplane	2841 Thornhill Road Winter Haven, Florida, 33880
Ruth Gardner Delaplane	2841 Thornhill Road Winter Haven, Florida, 33880
Benjamin C. Crider	635 Avenue H, N.E. Winter Haven, Florida, 33881

ARTICLE VIII

Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX

Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, unless vested in the Managers of the Company, by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

ARTICLE XI
Contracting Debt

No debt shall be contracted, nor liability incurred by on behalf of this Company, except by the Managers.

ARTICLE XII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 29th day of December, 1998.

Channing L. Delaplane
CHANNING L. DELAPLANE, the authorized
representative of a Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by CHANNING L. DELAPLANE, who is personally known to me or produced _____ as identification.

(SEAL)

Patsy L. King
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent.

Channing L. Delaplane
CHANNING L. DELAPLANE

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by **CHANNING L. DELAPLANE**, who is personally known to me or produced _____ as Identification.

(SEAL)

Patsy L. King
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

H:\HOME\PLK\CORP\LAKEALF.ART



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT
(F.S. §608.407(2))

STATE OF FLORIDA
COUNTY OF POLK

FILED
98 DEC 30 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority personally appeared
CHANNING L. DELAPLANE, who on oath says:


1. That the C.L. and R.G. Delaplane Revocable Living Trust
(U/T/A Dated June 1, 1992) is a Member of **LAKE ALFRED DEVELOPMENT
LLC**, a Florida limited liability company.

2. That **LAKE ALFRED DEVELOPMENT, LLC**, has at least one
Member.

3. The amount of the cash contributed by the Members is
\$60,000.00., no property has been contributed.

4. The amount anticipated to be contributed by the Members
is \$.00.

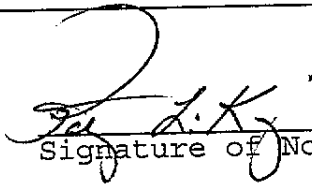
FURTHER AFFIANT SAYETH NAUGHT.



CHANNING L. DELAPLANE, the authorized
representative of a Member

SWORN TO AND SUBSCRIBED before me this 29th day of December,
1998, by **CHANNING L. DELAPLANE**, who is personally known to me or
who has produced _____ as identification.

(AFFIX SEAL)



Signature of Notary

Print, Type or Stamp
Commissioned Name of Notary Public

H:\HOME\PLK\CORP\LAKEALF.AFF



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC