



99000000312

ACCOUNT NO. : 072100000032

REFERENCE : 105202 4381472

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pignatelli

ORDER DATE : January 20, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 105202-010

CUSTOMER NO: 4381472

900002748479--0

CUSTOMER: Douglas E. Starcher, Esq
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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DIVISION OF CORPORATIONS
99 JAN 20 PM 2:00

DOMESTIC FILING

NAME: MADDUX PROPERTIES GROUP,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

L99-312

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examination	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

ARTICLES OF ORGANIZATION
OF
MADDUX PROPERTIES GROUP, L.L.C.

The undersigned, acting as the organizer of Maddux Properties Group, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Maddux Properties Group, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 5165 Isleworth Country Club Drive, Windermere, Florida 34786.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by a Manager and the name and address of the initial Manager is:

<u>Name</u>	<u>Address</u>
William R. Maddux, Jr.	5165 Isleworth Country Club Drive Windermere, Florida 34786

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

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ARTICLE VI - Adoption of Regulations:

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

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be William R. Maddux, Jr. and the street address of the Company's initial registered office is 5165 Isleworth Country Club Drive, Windermere, Florida 34786.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

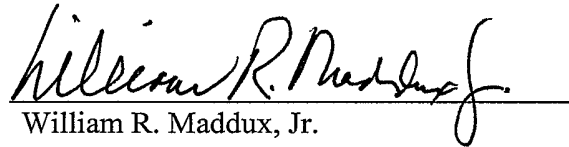
ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 14 day of January, 1999.

Member:

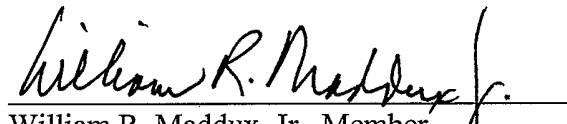

William R. Maddux, Jr.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

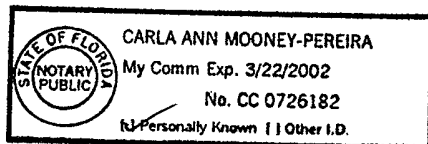
The undersigned member of Maddux Properties Group, L.L.C. deposes and says:

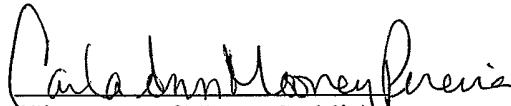
1. The total amount of cash contributed by the members is \$500.00
2. The agreed value of property other than cash contributed by the members is \$0.
2. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes amounts from paragraphs 1 and 2 above.


William R. Maddux, Jr., Member

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 14 day of January, 1999, by William R. Maddux, Jr., who is personally known to me and who did not take an oath.




(Signature of Notary Public)

Carla Ann Mooney-Pereira
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 0726182
My commission expires: 3/22/2002

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Maddux Properties Group, L.L.C.
2. The name and address of the registered agent and office is:

William R. Maddux, Jr.
5165 Isleworth Country Club Drive
Windermere, Florida 34786

Having been named as registered agent and to accept service of process for the above stated limited liability 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 all 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.

By: 
William R. Maddux, Jr.

Dated this 14 day of January, 1999.

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