

CAPITAL CONNECTION, INC.

7 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-442-8067 • Fax (904) 224-1227

L99000000345

Matthews-DeYoung, L.C.

100002750481--9

-01/22/99--01001--007

****337.50 ****337.50

L99-345

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
P. Verifier	<i>[Signature]</i>

Signature

Requested by: *[Signature]*

Date *1/21*

Time *1:30*

Name

Will Pick Up

Walk-In

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 3:13

RECEIVED
99 JAN 21 PM 2:49
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION OF
MATTHEWS-DeYOUNG, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 3:13

ARTICLE I

Name

The name of the limited liability company MATTHEWS-DeYOUNG, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is: Mailing address: P.O. Box 616, Lake Hamilton, FL 33851 and Street address: U.S. Highway 27 South, Lake Hamilton, FL 33851.

ARTICLE III

Duration

The period of duration for the Company is five (5) years, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Lawrence C. Stewart, Jr. The address of Company's registered office in Florida is 659 Avenue A, N.W., Winter Haven, FL 33881.

ARTICLE V

Management

The company is to be managed by a manager to be elected in accordance with the regulations of the Company. Thomas W. Matthews will serve until the first annual meeting of the members. The initial manager is identified as follows:

Thomas W. Matthews, whose address is P.O. Box 616, Lake Hamilton, FL 33851.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the

existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

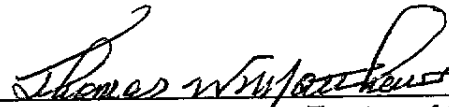
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII

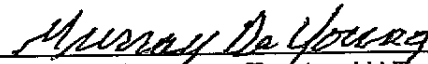
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the Members.

IN WITNESS WHEREOF, we have executed these Articles of Organization as of January 1, 1999 at Winter Haven, Florida.



Thomas W. Matthews, as Trustee of the
Rev. Trust Agreement of Thomas W.
Matthews UTD 4/7/95, amended 8/2/96



Murray DeYoung, as Trustee UA Trust of
Murray DeYoung dated 4/12/84

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 3:13

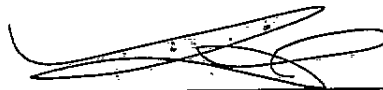
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 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 MATTHEWS-DEYOUNG, L.C.
2. The name and address of the registered agent and office is Lawrence C. Stewart, Jr., 659 Avenue A, N.W., Winter Haven, FL 33881.

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

Dated: January 1, 1999



LAWRENCE C. STEWART, JR.
659 Avenue A, N.W.
Winter Haven, FL 33881

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 3:13

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

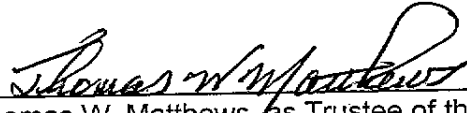
The undersigned member or authorized representative of a member of MATTHEWS-DEYOUNG, L.C. deposes and says:

- (1) The above named limited liability company has at least one member.
- (2) The total amount of cash contributed by the members is \$300,000.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$300,000.00. Said property is described as:

2.3 acres of improved property located at 823 U.S. Highway 27
South, Lake Hamilton, Polk County, Florida, 33851.

- (4) The total amount of cash or property anticipated to be contributed by members is \$600,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Thomas W. Matthews, as Trustee of the
Rev. Trust Agreement of Thomas W.
Matthews UTD 4/7/95, amended 8/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 3:13