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Attorneys at Law  
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3340 Peachtree Road, N.E.  
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(404) 261-0500  
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January 26, 1999

00789-02544-00671

VIA FEDERAL EXPRESS

WAG-2284

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 1 PM 1:35

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002756121--5  
-01/27/99--01041--006  
\*\*\*337.50 \*\*\*337.50

Re: American Equities - Florida, LLC

Dear Madam or Sir:

Enclosed please find this Firm's check in the amount of \$337.50 to cover the following fees of your office:

|                                 |          |
|---------------------------------|----------|
| Filing Articles of Organization | \$250.00 |
| Certification of Articles       | \$ 52.50 |
| Filing Resident Agent Form      | \$ 35.00 |

We enclose an original and one (1) copy of Articles of Organization of American Equities - Florida, LLC, Affidavit of Capital Contributions, and executed resident agent form. Please endorse your approval on the copy of the Articles of Organization, certify same and return it to the undersigned, together with acknowledgement of filing of resident agent.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Craig A. Wagner

CAW/yar  
Enclosures

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



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 28, 1999

CRAIG A. WAGNER  
WAGNER, JOHNSTON & ROSENTHAL, P.C.  
3340 PEACHTREE ROAD, NE, STE 1200  
ATLANTA, GA 30326-1075

SUBJECT: AMERICAN EQUITIES-FORLIDA, LLC  
Ref. Number: W99000002284

We have received your document for AMERICAN EQUITIES-FORLIDA, 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 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: 799A00003973

**Wagner, Johnston & Rosenthal, P.C.**

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3340 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1075

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January 29, 1999

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
**Attn: Ms. Michelle Hodges**

Re: American Equities - Leesburg Manufacturing, LLC

Dear Ms. Hodges:

Enclosed please find the following which I forward to you in connection with the above-referenced matter:

1. Original and one (1) copy of Articles of Organization;
2. Original and one (1) Affidavit of Capital Contributions; and
3. Original and one (1) Consent of Registered Agent.

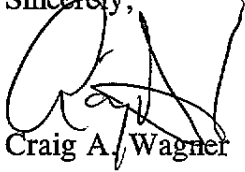
These Articles of Organization are submitted to you in place of the Articles of Organization of American Equities - Florida, LLC which were rejected on January 28, 1999, being File No. **W99000002284**. Pursuant to your instructions, we have not enclosed new filing fees with this transmittal to you as it is our understanding that you will use the previously deposited \$337.50 to cover the filing for these matters. We also request an effective date of **January 27, 1999** for the formation of American Equities - Leesburg Manufacturing, LLC.

As we discussed, due to a transaction which we have already closed assuming that American Equities - Florida, LLC would have an effective date of January 27, 1999, it is critical that we process the enclosed Articles as set forth in this letter.

Florida Secretary of State  
January 29, 1999  
Page 2

Thank you very much for your cooperation. Should you have any questions whatsoever with this filing, please contact me immediately at 404-261-0500.

Sincerely,

A handwritten signature in black ink, appearing to read "Craig A. Wagner". The signature is stylized and somewhat cursive, with a large initial "C" and "W".

Craig A. Wagner

CAW/yar  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
AMERICAN EQUITIES – LEESBURG MANUFACTURING, LLC**

**ARTICLE I. NAME**

The name of the Limited Liability Company ("Company") is AMERICAN EQUITIES – LEESBURG MANUFACTURING, LLC

**ARTICLE II. ADDRESS**

The mailing and street address of the Company's principal office is 4151 Ashford Dunwoody Road, Suite 501, Atlanta, Georgia 30319.

**ARTICLE III. DURATION**

The period of duration for the Company is perpetual, unless sooner terminated, 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 the Company's initial Registered Agent in Florida is J. STEPHEN PULLUM. The address of the Company's registered office in Florida is 1330 W. Citizens Blvd., Suite 701, Leesburg, Florida 34748.

**ARTICLE V. MANAGEMENT**

The Company is to be managed by its Members. The initial Member will serve until the first annual meeting of the members. The initial Member is Raymond A. Wooldridge whose address is 4151 Ashford Dunwoody Road, Suite 501, Atlanta, Georgia 30319.

**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.

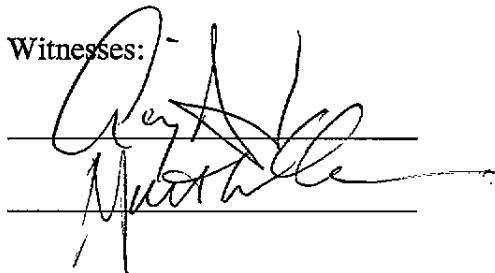
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 11 35

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.

26<sup>th</sup> IN WITNESS WHEREOF, these Articles of Organization have been executed on this day of January, 1999, at Atlanta, Georgia.

Witnesses:

  
\_\_\_\_\_  
\_\_\_\_\_

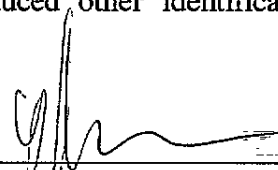
  
\_\_\_\_\_  
RAYMOND A. WOOLDRIDGE

"MEMBER"

STATE OF GEORGIA  
COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of January, 1999, by RAYMOND A. WOOLDRIDGE. Said person did not take an oath and (check one) X is personally known to me, \_\_\_\_\_ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:

\_\_\_\_\_



Printed Name: \_\_\_\_\_

NOTARY PUBLIC State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(L:\RWFlorida\Articles.lhh)

**YVETTE RIX**  
Notary Public, DeKalb County, Georgia  
My Commission Expires Jan. 11, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- THAT AMERICAN EQUITIES - LEESBURG MANUFACTURING, LLC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LEESBURG, STATE OF FLORIDA, HAS NAMED J. STEPHEN PULLUM, LOCATED AT 1330 WEST CITIZENS BLVD., SUITE 701, CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



DATE: January 26, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LLC, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
(Resident Agent)

DATE: January 26, 1999

(L:\RWFlorida\RAgent.lhh)

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Before me the undersigned duly authorized in the State and County below said to take acknowledgments, personally appeared **Raymond A. Wooldridge**, who, upon being by me duly sworn, deposes and says:

1. That he is the Sole Member of American Equities – Leesburg Manufacturing, LLC.
2. That the Limited Liability Company, American Equities – Leesburg Manufacturing, LLC, has at least one Member. The name and address of the Member is:

Raymond A. Wooldridge  
4151 Ashford Dunwoody Road  
Suite 501  
Atlanta, Georgia 30319

3. The Member has made cash contributions in the following amounts:

| <u>Name of Member</u> | <u>Amount of Cash Contribution</u> |
|-----------------------|------------------------------------|
| Raymond A. Wooldridge | \$1,000.00                         |


4. A description and agreed upon value of property other than cash as contributed by the Member is as follows:

| <u>Name of Member</u> | <u>Description</u> | <u>Value</u>   |
|-----------------------|--------------------|----------------|
| Raymond A. Wooldridge | Real Estate        | \$1,650,000.00 |

5. The amount anticipated to be contributed by the Member, including amounts of numbers 3 and 4 above, is:

| <u>Name of Member</u> | <u>Amount of Contribution</u> |
|-----------------------|-------------------------------|
| Raymond A. Wooldridge | \$1,651,000.00                |

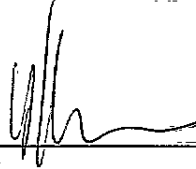
Dated: January 26 1999, at Atlanta, Georgia.

  
\_\_\_\_\_  
Raymond A. Wooldridge



STATE OF GEORGIA  
COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of January, 1999, by Raymond A. Wooldridge. Said person did not take an oath and (check one)  is personally known to me, \_\_\_\_\_ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or \_\_\_\_\_ produced other identification, to wit:  
\_\_\_\_\_

  
\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Notary Public State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**YVETTE RIX**  
**Notary Public, DeKalb County, Georgia**  
**My Commission Expires Jan. 11, 2000**

(L\RWFlorida\Affidavit.lhh)