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WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

FRANK M. BEDELL
BRIAN W. BENNETT
J.P. CAROLAN, III
JAMES EDWARD CHEEK, III
JERE F. DANIELS, JR.
J. JEFFREY DEERY
JOHN H. DYER, JR.
DYKES C. EVERETT
JOHN DE M. HAINES
GREGORY L. HOLZHAUER
ROBERT P. MAJOR

W. E. WINDERWEEDLE (1906-1979)
WEBBER B. HAINES (1906-1995)

BARNETT BANK BUILDING
250 SOUTH PARK AVENUE
5TH FLOOR-ZIP 32789

POST OFFICE BOX 880
ZIP 32790-0880

WINTER PARK, FLORIDA

TELEPHONE (407) 423-4246
FAX (407) 645-3728

BARNETT BANK CENTER
390 NORTH ORANGE AVENUE
14TH FLOOR-ZIP 32801

POST OFFICE BOX 1391
ZIP 32802-1391

ORLANDO, FLORIDA

TELEPHONE (407) 423-4246
FAX (407) 423-7014

C. BRENT McCAGHREN
MICHAEL O'DOWD
PAULA PRATT
WILLIAM H. ROBBINSON, JR.
RANDOLPH J. RUSH
ROBERT L. SIMON, JR.
THOMAS A. SIMSER, JR.
MARK L. VAN
VALKENBURGH
WILLIAM A. WALKER II
HAROLD A. WARD, III
W. GRAHAM WHITE
VICTOR E. WOODMAN

REPLY TO:
Orlando

January 28, 1999

VIA FEDERAL EXPRESS

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

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-01/29/99--01086--008
****337.50 ****337.50

Re: Maitland Property Group, L.L.C.

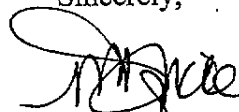
Dear Sir/Madam:

Enclosed please find the following documents pursuant to the organization of the above-referenced limited liability company:

1. The executed Articles of Organization;
2. Copy of the executed Articles of Organization to be certified and returned; and
3. A check in the amount of \$337.50 to cover filing fee.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,



M. Deborah Fricke
Corporate Legal Assistant

Name	Availability
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

:df
enclosures

99 JAN 29 PM 1:19
STATE DEPT OF STATE
DIVISION OF CORPORATIONS

FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 1:19

**ARTICLES OF ORGANIZATION
FOR
MAITLAND PROPERTY GROUP, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers and the Members of MAITLAND PROPERTY GROUP, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is MAITLAND PROPERTY GROUP, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial Company office and initial registered office of this Company is 604 Courtland Street, Suite 101, Orlando, Florida 32804 and the name of the initial registered agent of this Company at that address is Robert P. Rudd.

**ARTICLE IV
DURATION**

The Company's existence shall commence on January 29, 1999 and it shall exist perpetually thereafter unless dissolved according to law. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, then unless the Company's existence is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs is reserved to the Managing Members of the Company ("Managing Members"). The Managing Members of the Company with exclusive authority to manage the business of the Company shall be:

Michael D. Rouse
604 Courtland Street
Suite 101
Orlando, Florida 32804

Pamela J. Cox
604 Courtland Street
Suite 101
Orlando, Florida 32804

Rachelle L. Rouse
604 Courtland Street
Suite 101
Orlando, Florida 32804

Robert P. Rudd
604 Courtland Street
Suite 101
Orlando, Florida 32804

The Managing Members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members admitted shall not become Managing Members without the unanimous written consent of all then existing Members of the Company.

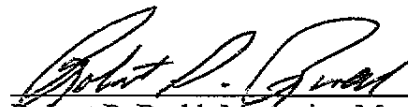
ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company 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 limited liability company shall be upon the unanimous written consent of all then existing Members of the Company.

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.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization as of the 28 day of January, 1999.


Robert P. Rudd, Managing Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of MAITLAND PROPERTY GROUP, L.L.C. and states that he is familiar with the obligations of that position.


Robert P. Rudd

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of MAITLAND PROPERTY GROUP, L.L.C. depose and say:

1. The above named limited liability company has four (4) members.
2. The total amount of cash contributed by each of the members is as follows:

Michael D. Rouse	\$ 15,000.00
Pamela J. Cox	\$ 15,000.00
Rachelle L. Rouse	\$ 15,000.00
Robert P. Rudd	\$ 15,000.00


3. If any, the agreed value of property other than cash contributed by the members is as follows:

\$ 0.00

4. The amount of cash or property anticipated to be contributed by the members is as follows:

\$ 0.00


5. The total amount of 2, 3 and 4 is: \$ 60,000.00


Robert P. Rudd, Managing Member

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 28th day of January, 1999, by Robert P. Rudd. He is personally known to me or has produced Florida Drivers License as identification.


Notary Public
My Commission Expires: 5/6/2001

