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From:
Account Name : STRAWN & MONAGHAN, P.A.
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LIMITED LIABILITY COMPANY

PROVIDENT LAND, L.C.

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**ARTICLES OF ORGANIZATION
OF
PROVIDENT LAND, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act.

1. Name. The name of this limited liability company is PROVIDENT LAND, L.C. (the "Company").
2. Duration. The Company's existence shall be perpetual, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.
3. Principal Office. The mailing address and street address of the Company is 54 N. E. Fourth Avenue, Delray Beach, FL 33483.
4. Registered Agent and Office. The name and address of the initial registered agent of the Company is Joel T. Strawn, Esquire, at the address in Section 3.
5. Place of Business. The Company's place of business is set forth in Section 3.
6. Additional Members. Additional members to the Company may be admitted as provided by the Company's Regulations and Florida Statute 608.4232.
7. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company.
8. Management of the Company. The management of the Company is reserved to the Manager(s). The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until the successors are elected and qualify:

PREPARED BY:
JOEL T. STRAWN, ESQUIRE
STRAWN MONAGHAN & COHEN, P.A.
54 N. E. 4TH AVENUE
DELRAY BEACH, FL 33483
T. B. 095581

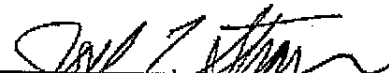
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Name and Address

Joel T. Strawn
54 N. E. Fourth Avenue
Delray Beach, FL 33483

The undersigned executed these Articles of Organization effective as of Feb. 11, 1999.


Joel T. Strawn, Member

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FEB. 12, 1999 9:20AM STRAWN MONAGAN COHEN

NO. 547 P. 4

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PROVIDENT LAND, L.C., in the foregoing Articles of Organization, I hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



JOEL T. STRAWN, ESQUIRE

K:\BAKER\provident\ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being the members of PROVIDENT LAND, L.C., a Florida limited liability company (the "Company"), hereby depose and say:

1. The Company has at least two members.
2. The total amount of cash contributed to the Company by the members of the Company is \$50,000.00.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is ZERO.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2. and 3. above, is \$250,000.00.

MEMBERS:

By: Joel T. Strawn
Name: Joel T. Strawn
Its: Member

By: Audy R. Johnston
Name: Audy R. Johnston
Its: Member

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STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of February, 1999, by Joel T. Strawn, a Member of PROVIDENT LAND, .L.C., who is (✓) personally known to me or () has produced _____ as identification.

NOTARY PUBLIC:

Sign: Susan J. MahnsPrint: SUSAN J. MAHNSState of FLORIDA

My commission expires: _____

STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)



SUSAN J. MAHNS
 My Comm Exp. 3/02/2001
 Bonded By Service Ins
 No. CC625871
 () Personally Known () Other I.D.

The foregoing instrument was acknowledged before me this 11th day of February, 1999, by Audy R. Johnston, a Member of PROVIDENT LAND, .L.C., who is (✓) personally known to me or () has produced _____ as identification.

NOTARY PUBLIC:

Sign: Susan J. MahnsPrint: SUSAN J. MAHNSState of FLORIDA

My commission expires: _____



SUSAN J. MAHNS
 My Comm Exp. 3/02/2001
 Bonded By Service Ins
 No. CC625871
 () Personally Known () Other I.D.

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