

Division of Corporations

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Florida Department of State
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LIMITED LIABILITY COMPANY

ESS

S & M PROPERTIES, LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 1999

JAMES J. HOCTOR, ESQUIRE
LOWNDES DROSDICK DOSTER KANTOR & REED
P.O. BOX 2809
ORLANDO, FL 32802-2809

SUBJECT: S & M PROPERTIES, LLC
REF: W99000003874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must 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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: E99000003719
Letter Number: 899A00006871

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**ARTICLES OF ORGANIZATION
OF
ESS PROPERTIES, LLC**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company is ESS PROPERTIES, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 160 E. Lake Brantley Drive, Longwood, Florida 32779.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 160 E. Lake Brantley Drive, Longwood, Florida 32779, and the name of the initial registered agent of the Company at that address is Mark R. Simmons.

ARTICLE VI - MANAGEMENT

Management of the Company is reserved to the Members and shall be carried out in accordance with the provisions of the Company's Regulations. The names and addresses of the Members of the Company are as follows:

Gerald W. Meyer

160 E. Lake Brantley Drive
Longwood, Florida 32779

Mark R. Simmons

160 E. Lake Brantley Drive
Longwood, Florida 32779

This document was prepared by:
JAMES J. HOCTOR, ESQUIRE
Florida Bar Number: 865494
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VII - REGULATIONS

The management and affairs of the Company shall be conducted in accordance with the Regulations of the Company adopted by the Members.

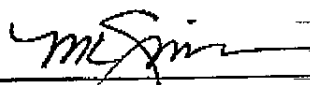
ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members on such terms and conditions as shall be approved by all of the Members.

ARTICLE IX - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of 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.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 17th day of February, 1999.



Mark R. Simmons, Member

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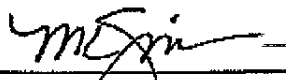
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.


1. The name of the limited liability company is ESS PROPERTIES, LLC.
2. The name and Florida street address of the registered agent and office are:

Mark R. Simmons
160 E. Lake Brantley Drive
Longwood, Florida 32779



Mark R. Simmons, Member

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.



Mark R. Simmons

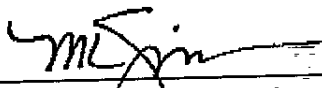
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of ESS PROPERTIES, LLC deposes and says:

1. ESS Properties, LLC, a Florida limited liability company (the "Company"), has at least one (1) member.
2. The total amount of cash contributed by the Members of the Company is \$74,668.00.
3. The Members have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Members of the Company is \$0.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$74,668.00.


Mark R. Simmons, Member

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

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