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**CORPORATE
ACCESS
INC.**

256 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

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1.) F3R, LC
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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Availability	<u>2-26</u>
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Signature	<u>2-26</u>



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

CORPORATE ACCESS, INC.

TALLAHASSEE, FL 32303-

SUBJECT: F & R, LC

Ref. Number: W99000003072

Corrected 2/26
NIO

We have received your document for F & R, LC and your check(s) totaling \$285.00. 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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00005404

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99 FEB 26 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32303

ARTICLES OF ORGANIZATION

OF

F & R PROPERTIES, LC

These Articles of Organization are being executed as of the 2nd day of February, 1999, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act.

The undersigned, being duly authorized to execute and file these Articles, hereby certifies as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is:

F & R PROPERTIES, LC

ARTICLE II - Address:

The street address of the initial registered office of the Limited Liability Company in the State of Florida is 223 N.E. 19th Avenue, Ocala, Florida 34470, and the name of the initial registered agent at that address is Rachel Z. Dulin.

The street address of the principal office and mailing address of the Limited Liability Company are the same as above.

ARTICLE III - Duration:

The latest date on which the Limited Liability Company is to dissolve is December 31, 2049.

ARTICLE IV - Management:

This Limited Liability Company will not have managers, however, the management of the Limited Liability Company is reserved to the Members. The names and addresses of the initial Members are as follows:

<u>Name</u>	<u>Address</u>
Rachel Z. Dulin	223 N.E. 19th Avenue, Ocala, Florida 34470
Frederic Dulin	37054 Cremona, Lake Villa, Illinois 60046

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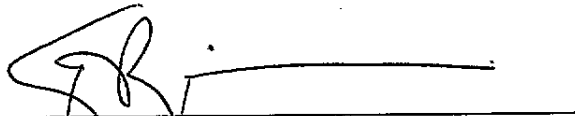
ARTICLE V - Admission of Additional Members:

It is the right of the remaining members to admit additional members.

ARTICLE VI - Members Rights to Continue Business:

It is the right of the remaining members of the Limited Liability 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.

IN WITNESS WHEREOF, I, Stephen D.M. Robinson, attorney-in-fact for Rachel Z. Dulin and Frederic Dulin, Initial Members, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act, do make these Articles of Organization, hereby declaring and certifying that this Instrument is my act and deed and that the facts herein are true, and accordingly have hereunto set my hand the day and year first above written.



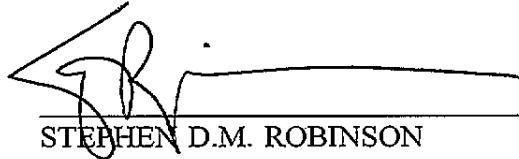
STEPHEN D.M. ROBINSON
Attorney-in-Fact for
Rachel Z. Dulin, Initial Member
Frederic Dulin, Initial Member
Suite 300A
Two Greenville Crossing
4001 Kennett Pike
Wilmington, Delaware 19807

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of F&R / PROPERTIES, LC
says:

- 1) the above named Limited Liability Company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$1,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.
This total includes amounts from 2 and 3 above.



STEPHEN D.M. ROBINSON
Attorney-in-Fact for:
Rachel Z. Dulin, Initial Member
Frédéric Dulin, Initial 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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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

F & R PROPERTIES, LC

2. The name and street address of the registered agent and office is:

Ms. Rachel Z. Dulin
223 N.E. 19th Avenue
Ocala, Florida 34470

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.


RACHEL Z. DULIN

Jan 29, 99
Date

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