

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4003

From:

Account Name : MOSLEY, WALLIS & WHITEHEAD, P.A.
Account Number : I19990000009
Phone : (407) 984-3842
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LIMITED LIABILITY COMPANY

Driftwood Plaza Phase II, L.L.C.

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 1999

MOSLEY, WALLIS & WHITEHEAD, P.A.
P.O. BOX 1210
MELBOURNE, FL 32902-1210

SUBJECT: DRIFTWOOD PLAZA PHASE II, L.L.C.
REF: W99000009967

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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.

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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) 487-6025.

Cathy A Mitchell
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
OF
DRIFTWOOD PLAZA PHASE II, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be DRIFTWOOD PLAZA PHASE II, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 525 East Strawbridge Avenue, Suite 6, Melbourne, Florida 32901.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is CURTIS R. MOSLEY, 1221 East New Haven Avenue, Melbourne, Florida 32901.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management

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of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME

ADDRESS

Burdette Realty Improvements, Inc.

5148 West Washington Street
Cross Lanes, WV 25356

Rod Jackson

604 Virginia Street
Charleston, WV 25356

Jim Smith

500 Heather Drive
Elkview, WV 25071

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Melbourne, Florida, on this 13th day of April, 1999.

Name of Organizer

Burdette Realty Improvements, Inc

By

Foster Burdett

Foster Burdett, President

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STATE OF Florida)
COUNTY OF Brevard)

The foregoing instrument was acknowledged before me this 13th day of April, 1999,
by **FOSTER BURDETTE**, President of **BURDETTE REALTY IMPROVEMENTS, INC.**, a West
Virginia corporation, who is personally known to me or has produced _____ as
identification.

Adair C. Steppe
NOTARY

My commission expires: June 22, 2001




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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of DRIFTWOOD PLAZA PHASE II, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


CURTIS R. MOSLEY
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DRIFTWOOD PLAZA PHASE II, L.L.C., deposes and says:

1. The above named limited liability company has at least one or more members.
2. The total amount of cash contributed by the member(s) is \$0.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$231,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$231,000.00.
This total includes amounts from 2 and 3 above.

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THE AFFILIANT SAYS NOTHING FURTHER

Dated: April 13, 1999

BURDETTE REALTY
IMPROVEMENTS, INC.

BY: *Foster Burdette*
FOSTER BURDETTE
PRESIDENT

STATE OF Florida
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 13th day of April, 1999, by **FOSTER BURDETTE**, President of **BURDETTE REALTY IMPROVEMENTS, INC.**, a West Virginia corporation, who is personally known to me or has produced _____ as identification.

Adair C. Steppe
NOTARY

My commission expires: June 22, 2001



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This following described land has a value of \$231,000.00 and was contributed by the member(s).

A PORTION OF SECTION 28, TOWNSHIP 28 SOUTH, RANGE 38 EAST, BREVARD COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE INTERSECTION OF THE SOUTH LINE OF THE NORTH 690.00 FEET OF GOVERNMENT LOT 5 OF SAID SECTION 28 AND THE WEST RIGHT-OF-WAY LINE OF STATE ROAD A-1-A, A 64.00 FOOT RIGHT-OF-WAY, AS SHOWN ON THE STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION MAINTENANCE MAPS FOR STATE ROAD A-1-A, SECTION 70060, AS RECORDED IN SURVEY BOOK 2, PAGE 72, PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA; THENCE NORTH 89 21'34" WEST, ALONG SAID SOUTH LINE, FOR A DISTANCE OF 325.07 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 89 21'34" WEST, ALONG SAID SOUTH LINE, FOR A DISTANCE OF 332.50 FEET; THENCE NORTH 00 38'26" EAST A DISTANCE OF 205.00 FEET; THENCE SOUTH 89 21'34" EAST, A DISTANCE OF 5.00 FEET; THENCE NORTH 00 38'26" EAST, A DISTANCE OF 8.00 FEET; THENCE SOUTH 89 21'34" EAST, A DISTANCE OF 474.78 FEET; THENCE SOUTH 23 21'00" EAST, A DISTANCE OF 41.89 FEET; THENCE SOUTH 68 39'00" WEST, A DISTANCE OF 179.85 FEET; THENCE SOUTH 00 38'26" WEST, A DISTANCE OF 101.61 FEET TO THE POINT OF BEGINNING.

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