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May 6, 1999

Ms. Neysa Culligan
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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***285.00 ***285.00

RE: Woodbury Forest Venture, L.L.C.

Dear Neysa:

Enclosed please find the original and one copy of the Articles of Organization for the above limited liability company. Please file the original Articles and return a certified copy to the undersigned at your earliest convenience. Our check in the amount of \$285.00 for the filing fee and certified copy is enclosed. A return envelope is enclosed for your convenience in returning the certified copy of the Articles.

Should you have any questions regarding this request, please do not hesitate to call me. Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

Pam
Pamela J. Henry
Secretary for Stephen B. Shell

pjh
Enclosures
B152-25110

L99-2688

Name	<i>52</i>
Availability	<i>OK</i>
Document	<i>OK</i>
Examiner	<i>OK</i>
Updated	<i>OK</i>
File	<i>OK</i>

FF \$285.00

FILED
MAY 7 1999
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
WOODBURY FOREST VENTURE, L.L.C.
(a Florida Limited Liability Company)**

The undersigned person, a member of Woodbury Forest Venture, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby adopts the following Articles of Organization for the Limited Liability Company pursuant to Chapter 608, Florida Statutes.

ARTICLE I - Name

The name of the Limited Liability Company is:

Woodbury Forest Venture, L.L.C.

ARTICLE II - Duration

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE III - Address

The mailing address and the street address of the principal office of the Limited Liability Company is as follows:

% Victor C. Franck
82 Drift oak Circle
The Woodlands, TX 77381

ARTICLE IV - Registered Agent

The name and address of the initial Registered Agent for the Limited Liability Company are as follows:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members

The members shall have the right to admit additional members upon the written consent of members holding the required percentage of membership interests as provided in the Regulations and the satisfaction of all other terms and conditions of admission as provided in the Regulations.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business upon the death, 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 provided there are at least two remaining members and the business of the Company is continued by the consent of all remaining Members.

ARTICLE VII - Management

The Limited Liability Company is to be managed by managers. The number of managers shall from time to time be fixed by the Regulations of the Limited Liability Company. The number of managers constituting the initial managers is three (3). Managers need not be residents of the State of Florida or members of the Limited Liability Company. The names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are duly elected and qualify, unless they shall sooner die, resign or be removed in accordance with the Regulations of the Limited Liability Company, are as follows:

James W. Green
1524 Templemore Drive
Cantonment, FL 32533

and

Stephen C. Trawick
1100 Airport Boulevard
Pensacola, FL 32504

and

Ronald Ward
1352 Sterling Point Drive
Gulf Breeze, FL 32561

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TALLAHASSEE, FLORIDA

The undersigned person, a member of Woodbury Forest Venture, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization for the Limited Liability Company.



Victor C. Franck, Member

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS
FOR
WOODBURY FOREST VENTURE, L.L.C.**

Pursuant to the provisions of Section 608.407(2), Florida Statutes, the undersigned member of Woodbury Forest Venture, L.L.C. certifies:

1. the above named Limited Liability Company has at least one (1) member;
2. the actual amount of cash contributed by the members to date is \$375.00;
3. the agreed value of property other than cash contributed by the members to date is zero; and
4. the total amount of cash and property anticipated to be contributed by the members is One Thousand and No/100 (\$1,000.00) Dollars. This total includes the amounts from paragraphs 2 and 3 above.



Victor C. Franck, 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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99 MAY -7 PM 5:00
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
WOODBURY FOREST VENTURE, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

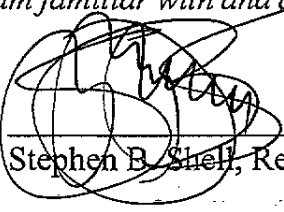
1. The name of the Limited Liability Company is:

Woodbury Forest Venture, L.L.C.

2. The name and the Florida street address of the registered agent are:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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.



Stephen B. Shell, Registered Agent

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TALLAHASSEE, FLORIDA