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April 29, 1999

00789-01115-00671 W99-10901

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-30-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 PM 4:31

Re: ARTICLES OF ORGANIZATION OF MOUNTAIN TOP HOLDINGS, LLC

Dear Sirs:

Enclosed are:

1. The original of the Articles of Organization of Mountain Top Holdings, LLC, including the Certificate of Designation of and Acceptance by Registered Agent and the Affidavit of Membership & Contributions, to be filed immediately;
2. A check in the amount of \$285.00 to cover the filing fees; and
3. A copy of the Articles of Organization of ACP Properties, LLC, including the Certificate of Designation of and Acceptance by Registered Agent and the Affidavit of Membership & Contributions, to be file-stamped and returned to me.

Please do not hesitate to call me if you have any questions or comments. Thank you for your assistance.

Sincerely,

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Name	
Availability	
Document Examiner	
Updater	
Checker	
Verifier	
Acknowledgement	
W. P. Verifier	

David C. Lanigan

David C. Lanigan, J.D., LL.M.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 1999

DAVID C. LANIGAN, J.D., LL.M.
100 SOUTH ASHLEY DRIVE, SUITE 1300
TAMPA, FL 33602

SUBJECT: MOUNTAIN TOP HOLDINGS, LLC
Ref. Number: W99000010901

We have received your document for MOUNTAIN TOP HOLDINGS, LLC 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 affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 999A00025500

ARTICLES OF ORGANIZATION OF MOUNTAIN TOP HOLDINGS, LLC.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended, hereby form a Florida limited liability company ("**Company**") pursuant to the Act and hereby set forth the following Articles of Organization (these "**Articles**").

ARTICLE I

Name

The name of this Company shall be: MOUNTAIN TOP HOLDINGS, LLC..

ARTICLE II

Place of Business

The mailing address of the principal office of this Company shall be "Wendy Conley Mountain Top Holdings, LLC, PMB #128, 8578 Gunn Highway, Odessa, FL 33556-3206" and such other place or places as may be designated by the manager from time to time. The street address of the principal office of this Company shall be "15710 Jericho Drive, Odessa, FL 33556" and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Commencement Date and Duration

This Company shall commence on April 30, 1999, in accordance with the provisions of Section 608.409(1), Florida Statutes, and shall continue perpetually or until dissolved by its members in accordance with Section 608.441, Florida Statutes, or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (a) Expiration of the term specified above;
- (b) Withdrawal, retirement, death, bankruptcy, dissolution, or expulsion of any member, unless the business of this Company is continued by the consent of a majority vote of outstanding units of this Company held by the remaining members;
- (c) Unanimous written agreement of all of the members; and
- (d) When required by a court of competent jurisdiction.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 PM 4:31

ARTICLE IV

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying, and otherwise dealing with real property and improvements thereon and all such other activities incidental or useful to the foregoing.

ARTICLE V

Management of Business

The management of this Company shall be vested entirely in its manager. The name and address of its sole manager who shall serve until the first annual meeting of members or until his successor is duly elected and qualified is as follows.

Name

Address

WENDY CONLEY

15710 JERICHO DRIVE
ODESSA, FL 33556

The manager shall be elected by the members of this Company at its annual meeting each year by majority vote of outstanding units of this Company as set forth in the Regulations.

ARTICLE VI

Admission of Members

The initial members of this Company shall be set forth in the Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations.

ARTICLE VII

Continuation of Business

Upon the death, retirement, withdrawal, expulsion, bankruptcy, or dissolution of any member, or upon the occurrence of any other event which terminates the continued membership of a member in this Company, the remaining members may continue the business of this Company by a majority vote of outstanding units of this Company held by the remaining members.

ARTICLE VIII

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE IX
Withdrawal of Member

Unless otherwise provided in the Regulations, no member shall have the right to withdraw or to demand the return or repayment of any or all of the member's capital contribution.

ARTICLE X
Right of Assignee to Become a Member

An assignee of an interest in the Company may be admitted as a Member upon the consent of all other members.

ARTICLE XI
Property

(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances.** The manager is hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers at any time, if ever, there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

MOUNTAIN TOP HOLDINGS, LLC.

By: Wendy Conley
Wendy Conley, as Manager

Calvin Larkins
Calvin Larkins
My Commission CC798529
Expires December 21, 2002

ARTICLE XII
Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by a majority vote of the outstanding units of this Company. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411, Florida Statutes.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of the Company, containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company, except by its manager, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.


ARTICLE XV

Member Approval of Extraordinary Actions

Merger, Exchange, Sale of Assets, and Dissolution. Where approval of members is required by law, the affirmative vote of a majority of the outstanding units of this Company shall be required to authorize the limited liability company to (i) merge into or with one or more other limited liability companies or entities, (ii) exchange its ownership interests for ownership interests of one or more other entities, (iii) sell, lease, transfer or otherwise dispose of all or substantially all of its property and assets, including its good will, or (iv) dissolve by action of the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this April 30, 1999.



 Calvin Larkins
My Commission CC798529
Expires December 21, 2002


WENDY CONLEY, Member


CHRISTOPHER RICHARDS, Member

CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT

Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.


1. The name of the Limited Liability Company is "MOUNTAIN TOP HOLDINGS, LLC".
2. The name and address of the registered agent and office are:

WENDY CONLEY
15710 Jericho Drive, Odessa, FL 33556

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated: April 30, 1999.



 Calvin Larkins
My Commission CC798529
Expires December 21, 2002


WENDY CONLEY

AFFIDAVIT OF MEMBERSHIP & CONTRIBUTIONS

The undersigned member swears and affirms as stated below.

1. **Number of Members.** MOUNTAIN TOP HOLDINGS, LLC. has two members.
2. **Initial Capital.** The initial capital of this Company shall consist of the sum of cash of TEN THOUSAND DOLLARS (\$10,000.00).
3. **Additional Capital Contributions.** NO additional capital contributions are anticipated to be made.
4. **Return of Capital.** The capital contribution of any member may be returned in accordance with the provisions of the Regulations or upon consent of all members, provided that no member's capital contribution be returned in contravention of Section 608.426, Florida Statutes.


WENDY CONLEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and affirmed before me, the undersigned authority, by WENDY CONLEY, to me known to be the person described in this Affidavit and who executed this Affidavit.

WITNESS my hand and official seal at Tampa, Florida, this May 24th 1999.



Notary Public
State of Florida at Large
My Commission Expires:



Calvin Larkins
My Commission CC798529
Expires December 21, 2002