



THE UNITED STATES
CORPORATION
COMPANY

L99000004284

ACCOUNT NO. : 072100000032

REFERENCE : 306758 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 14, 1999

ORDER TIME : 5:11 PM

ORDER NO. : 306758-005

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle
BUSH ROSS GARDNER WARREN &
BUSH ROSS GARDNER WARREN &
220 South Franklin Street

Tampa, FL 33602

FILED
99 JUL 15 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FAF MILLENNIUM GROUP VI,
L.L.C.

EFFECTIVE DATE:

300002932423--0
-07/15/99--01071--015
****285.00 ****285.00

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

7-15-99

RECEIVED
99 JUL 15 PM 12:01
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
FAF MILLENNIUM GROUP VI, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is FAF MILLENNIUM GROUP VI, L.L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event. Any of the following acts or events shall dissolve the Company: (a) the resignation, other withdrawal or remove of the managing member (as defined in the Company's Regulations); (b) a determination by the managing member that the Company should be dissolved, after receiving consent of a majority in interest of the non-managing members (as defined in the Company's Regulations); (c) the sale or other disposition by the Company of all or substantially all of its investments, unless the Company as part of the consideration for any such sale or other disposition, acquires a security interest in all or substantially all such investments; or (d) when required by law (each a "Dissolving Event"). The dissolution shall be effective upon the occurrence of any of the above Dissolving Events without any further

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action required on the part of the Company or its members; provided that following the occurrence of Dissolving Event (a) above, the non-managing members of the Company may, in accordance with the Company's Regulations, elect to continue the business of the Company.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Regulations

The power to adopt, alter, amend or repeal Regulations governing the operation of the Company shall be vested in its members.

ARTICLE V

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 13575 58TH Street North, Suite 144, Clearwater, FL 33760 , and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE VI

Additional Members

The Company shall not admit a new member to the Company without the prior written consent of a majority in interest of the Company's non-managing members. A member may not assign all or part of such member's membership interest in the Company without first obtaining the written consent of the managing member.

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HILLSBORO, FLORIDA

ARTICLE VIIContinuation of the Company

The Company shall not automatically terminate upon 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, provided that the member whose membership is terminated is not the managing member of the Company. Upon termination of the membership of a managing member, the Company will automatically terminate, provided that the holders of a majority in interest of the non-managing members shall have the right to continue the business of the Company in accordance with the Company's Regulations.

ARTICLE VIIIManagement of the Company

The Company shall be managed by its members and the initial managing member of the Company shall be:

FAF Group VI, Inc., 13575 58th Street North, Suite 144, Clearwater, FL 33760.

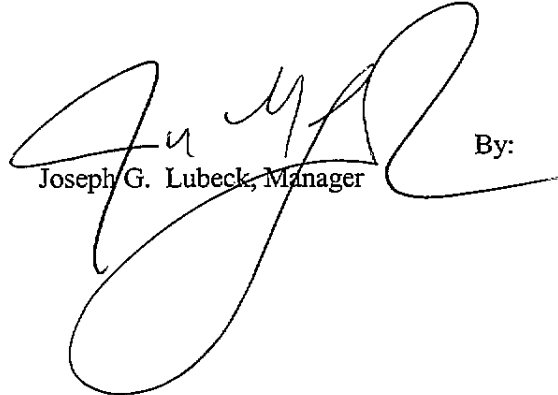
ARTICLE IXIndemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 12th day of July, 1999.

FAF Group VI, Inc., Managing Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA


By: 
Joseph G. Lubeck, Manager

STATE OF Illinois

COUNTY OF Cook

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 12th, day of July, 1999, by, Joseph G. Lubeck, Manager of FAF Group VI, Inc., who is ☒ personally known to me or _____ who has produced _____ as identification (check one).

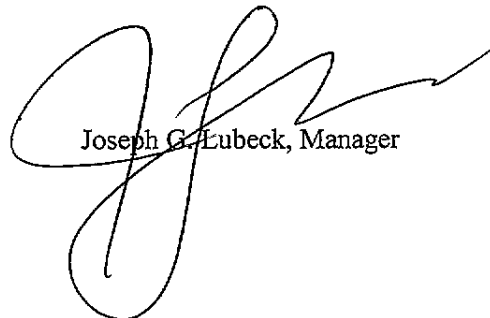



NOTARY PUBLIC,
State of Illinois at Large Catherine M. Slaughter
Print Name:
My Commission Expires: 2/20/2000

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, FAF MILLENNIUM GROUP VI, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

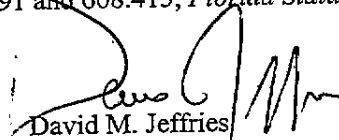
FAF MILLENNIUM GROUP VI, INC.,
Managing Member

By: 
Joseph G. Lubeck, Manager

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TAMPA, FLORIDA

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


David M. Jeffries

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TALLAHASSEE, FLORIDA

AFFIDAVITSTATE OF IllinoisCOUNTY OF Cook

Joseph G. Lubeck, being sworn, upon his oath deposes and says:

1. I am Manager of FAF Group VI, Inc., which is the managing member of FAF MILLENNIUM GROUP VI, L.L.C., a Florida limited liability company (the "Company").

2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.

3. The Company has at least two members.

4. The Members have contributed a total of \$100 in capital to the Company.

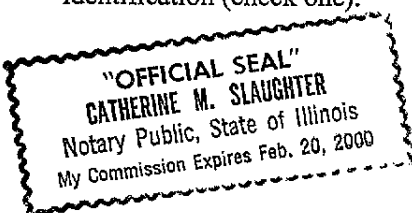
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500.00.

FAF Group VI, Inc., Managing Member

Joseph G. Lubeck, Manager

STATE OF IllinoisCOUNTY OF Cook

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 12th day of July 1999, by, Joseph G. Lubeck, Manager of FAF Group VI, Inc., who is ☒ personally known to me or _____ who has produced _____ as identification (check one).



180979.1

NOTARY PUBLIC

State of Illinois at Large

Catherine M. Slaughter

Catherine M. Slaughter
Print Name:My Commission Expires: 2/20/2000

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JAILORVILLE, FLORIDA