



THE UNITED STATES
CORPORATION
COMPANY

L99000004312

ACCOUNT NO. : 072100000032

REFERENCE : 309666 7130230

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 16, 1999

ORDER TIME : 10:54 AM

ORDER NO. : 309666-005

CUSTOMER NO: 7130230

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CUSTOMER: Lisa L. Bolton, Legal Asst
FEE KOBLEGARD & DEROSS
FEE KOBLEGARD & DEROSS
401-a South Indian River Drive

Fort Pierce, FL 34950

DOMESTIC FILING

NAME: JOHN'S HAMMOCK, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
JUL 16 1999
11:11 AM
STATE OF FLORIDA
TALLAHASSEE

FILED
JUL 16 PM 12:46
TALLAHASSEE, FLORIDA

SL
7-16-99

ARTICLES OF ORGANIZATION
OF
JOHN'S HAMMOCK, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of the member, hereinafter named, certifies that the member has associated himself for the purpose of creating a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The member further declares that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I - NAME

The name of this limited liability company is, and shall be, **JOHN'S HAMMOCK, L.L.C.**, and its principal place of business shall be in Orange County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the member(s).

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the member(s).

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1115 West Central Boulevard, Orlando, Florida 32805-1812, and its mailing address shall be 1115 West Central Boulevard, Orlando, Florida 32805-1812.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is **401-A South Indian River Drive, Fort Pierce, Florida 34950**, and the name of its initial registered agent is **Frank H. Fee, III, Esquire**.

ARTICLE V - RESTRICTIONS ON MEMBERSHIP

The Member(s) shall have the right to admit new members by unanimous consent. Capital contributions required of new member shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member(s) shall have the right to continue the business upon unanimous consent of such remaining member(s).

ARTICLE VI - PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability

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TALLAHASSEE, FLORIDA

company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII - CAPITAL CONTRIBUTIONS

A capital contribution in the initial aggregate amount of Five Hundred and No/100 Dollars (\$500.00) cash shall be paid by the member of this limited liability company in the percentage specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
A. KEITH HOLCOMB	\$500.00	100%
TOTALS		100%

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TALLAHASSEE, FLORIDA

ARTICLE VIII - PROFIT AND LOSSES

The member(s) shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to his or their contributions of capital and in accordance with the tax basis of accounting used to prepare the Federal Form 1065. Distributions of net profits, or allocations of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the member(s).

ARTICLE IX - MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the member(s). **A. KEITH HOLCOMB**, whose address is 1115 West Central Boulevard, Orlando, Florida 32805-1812, is hereby designated initial managing member to serve as manager until the first annual meeting of member(s), or until his

successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of the member hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of **JOHN'S HAMMOCK, L.L.C.**

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 15th day of

July, 1999.

A. KEITH HOLCOMB

By: 

FRANK H. FEE, III, ESQUIRE

Attorney at Law

Authorized Representative

Pursuant to §608.407,

Florida Statutes

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


FRANK H. FEE, III, ESQUIRE

DATE: July 15, 1999

**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTION
IN RE: ARTICLES OF ORGANIZATION
OF
OF JOHN'S HAMMOCK, L.L.C.**

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

BEFORE ME, the undersigned authority, this day personally appeared **FRANK H. FEE, III**, who, after first being duly sworn, did depose and say that:

1. He is authorized representative, attorney and agent in this behalf for the member named in the Articles of Organization for JOHN'S HAMMOCK, L.L.C., and as such is authorized to make this sworn statement; and

2. The limited liability company, JOHN'S HAMMOCK, L.L.C., has at least one (1) member; and

3. The actual amount of cash contributed as capital to the limited liability company, JOHN'S HAMMOCK, L.L.C., is \$500.00; and

4. There is no property contributed as capital to the limited liability company, JOHN'S HAMMOCK, L.L.C., other than cash in the amount of \$500.00, and for which there is an agreed value; and

5. The total amount of cash or property anticipated in the future to be contributed by the member of JOHN'S HAMMOCK, L.L.C., is cash in the approximate amount of \$250,000.00; and

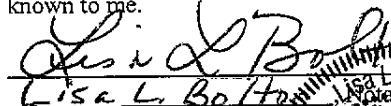
6. This Affidavit is made and given in conformity with the provisions of Section 608.407(2), Florida Statutes.

Further Affiant Sayeth Not.

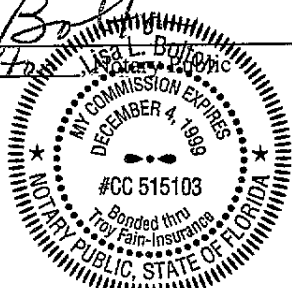


FRANK H. FEE, III

SWORN TO AND SUBSCRIBED before me
this 15 day of July, 1999
by FRANK H. FEE, III, who is personally
known to me.



Lisa L. Bolton
State of Florida at Large



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TALLAHASSEE, FLORIDA