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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

July 9, 1999

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****250.00 ****250.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002928666--7
-07/12/99--01097--016
*****8.75 *****8.75

Re: Articles of Organization of Houchin-O'Dean LLC

Dear Sir/Madam:

W99-16376

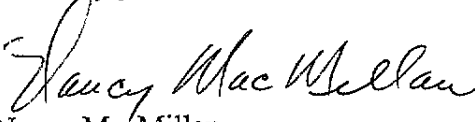
Please file the following documents on behalf of Houchin-O'Dean LLC.

600002928666--7
-07/21/99--01060--003
*****26.25 *****26.25

1. Articles of Organization of Houchin-O'Dean LLC.;
2. Certificate of Assigantion of Registered Agent;
3. Check in the amount of \$250.00 payable to the Secretary of State representing the proper filing fee;
4. Check in the amount of \$8.75 for a certified copy.

Please return the certified copy to this office. Thank you.

Sincerely yours,


Nancy MacMillan
Legal Assistant

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enclosures

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7/21

JOHN PAULICH III
Board Certified Real Estate Attorney

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103
941-261-0544 • Fax 941-261-3849



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 1999

PAULICH, SLACK & WOLFF, P.A.
JOHN PAULICH III
801 ANCHOR RODE DRIVE, STE 203
NAPLES, FL 34103

SUBJECT: HOUCHIN-O'DEAN LLC
Ref. Number: W99000016376

We have received your document for HOUCHIN-O'DEAN LLC and check(s) totaling \$258.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 799A00036604

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OFFICE

ARTICLES OF ORGANIZATION OF HOUCHIN-O'DEAN LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "Houchin-O'Dean LLC".

ARTICLE II — Address:

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

465 Production Boulevard
Naples, Florida 34102

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the Managing Members are:

Robert Eugene Houchin
465 Production Boulevard
Naples, Florida 34102

M. H. O'Dean
465 Production Boulevard
Naples, Florida 34102

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DIVISION OF CORPORATE
AND ORGANIZATIONAL
SERVICES
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ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as stated in the Regulations.

ARTICLE VI — Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be as stated in the Regulations.

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall

have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.


ARTICLE VIII — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Houchin-O'Dean LLC certifies:

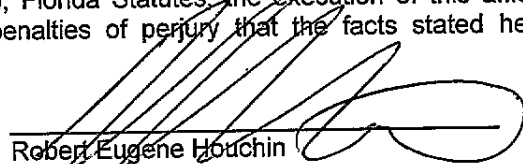
- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$10,000;
- 3) if any, the agreed value of property other than cash contributed by members is (A description of the property attached and made a part hereto); and \$0;
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$10,000.


IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 9th day of July, 1999.


Robert Eugene Houchin


M. H. O'Dean

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.


Robert Eugene Houchin


M. H. O'Dean

Filing Fee: \$250.00 for Articles and Affidavit

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DIVISION OF CORPORATIONS

**CERTIFICATE OF ASSIGNATION
OF REGISTERED AGENT FOR
HOUCHIN-O'DEAN LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned authorized representative of Houchin-O'Dean LLC (the "Company") hereby states that the initial registered agent for the Company is:

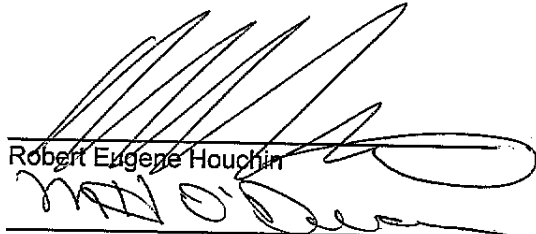
John Paulich III

whose address is:

801 Anchor Rode Drive
Suite 203
Naples, Florida 34103

effective upon the filing of the Articles of Organization for the company.

Dated this 9th day of July, 1999.


Robert Eugene Houchin

M. H. O'Dean

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 AND SECTION 608.415, FLORIDA STATUTES.


JOHN PAULICH III