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BRASHEAR & ASSOCIATES, P.L.
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BRUCE BRASHEAR
THOMPkins W. WHITE
AMY SINELLI

July 7, 1999

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

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w99-16197

RE: SANTA FE ASSOCIATES, L.C.

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$337.50 representing the following:

Filing Fee	\$ 250.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By: _____

Carrie Fagan, Legal Assistant

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Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 14, 1999

BRASHEAR & ASSOCIATES, P.L.
COUNSELORS AT LAW
926 N.W. 13TH STREET
GAINESVILLE, FL 32601

SUBJECT: SANTA FE ASSOCIATES, L.C.
Ref. Number: W99000016197

We have received your document for SANTA FE ASSOCIATES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Manager or Managing Member must be listed at a street address.,

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: 199A00036271

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
SANTA FE ASSOCIATES, L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Santa Fe Associates, L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2099.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is 27202 N.W. 203rd Place, High Springs, FL 32643, and the Company's mailing address is P.O. Box 2747, High Springs, FL 32655. The name and address of the Company's initial registered agent in the State of Florida is Jill Liberman, 27202 N.W. 203rd Place, High Springs, FL 32643.

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**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The written consent of a majority of the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

ARTICLE VI
MANAGEMENT

The Company will be managed by Jill Liberman or her successor(s) in accordance with the Company's regulations. The name and business address of the manager is as follows:

<u>Name</u>	<u>Address</u>
Jill Liberman	27202 N.W. 203rd Place High Springs, FL 32643

ARTICLE VII
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 22 DAY OF June, 1999.

M. Haser
MICHAEL HASER

Jill Liberman
JILL LIBERMAN

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STATE OF FLORIDA
COUNTY OF Alachua

Before me personally appeared Michael Haser and Jill Liberman who are known to me to be the persons who executed the foregoing Articles of Organization on behalf of Santa Fe Associates, L.C.

In witness whereof, I have hereunto set my hand and seal on this 22nd day of June, 1999.

Bruce Brashear
Notary Public, State at Large

Printed Name
My Commission Expires:



Bruce Brashear
MY COMMISSION # CC721561 EXPIRES
March 4, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

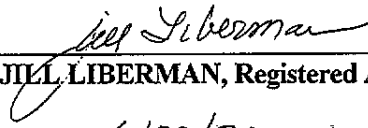
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: SANTA FE ASSOCIATES, L.C.
2. The name and address of the registered agent and office is:

Jill Liberman
P.O. Box 2747
High Springs, FL 32655

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.



JILL LIBERMAN, Registered Agent
Date: 6/22/99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SANTA FE ASSOCIATES, L.C. deposes and says:

- 1) The above named limited liability company has at least two members;
- 2) The total amount of cash contributed by the member(s) is \$100.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is: N/A. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$100.00. This total includes amounts from 2 and 3 above.



JILL LIBERMAN

(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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