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ALSO LICENSED IN FLORIDA
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July 21, 1999

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002941355--1
-07/26/99--01121--003
****855.00 ****285.00

Re: Sunbelt-Tallahassee, L.L.C., a Florida limited liability company
Sunbelt-Lakeland, L.L.C., a Florida limited liability company
Sunbelt-Clearwater, L.L.C., a Florida limited liability company

Dear Sir/Madame:

Please find enclosed herewith the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent for each company as referenced above for filing with your office. I have also enclosed a check in the sum of \$855.00 as and for the filing fees. I would appreciate if you would return a "stamped/FILED in" copy of the Articles to our office in the self-addressed stamped envelope which I have enclosed.

If you should have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,



Myra S. Shipes
Paralegal

mss\

Enclosures: As stated

F:\ed\blumberg\llc\Sunbelt-Tallahassee, LLC

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ARTICLES OF ORGANIZATION
OF
SUNBELT - TALLAHASSEE, L.L.C.

Pursuant to the provision of Chapter 608, Florida Statutes (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the Limited Liability Company is **SUNBELT - TALLAHASSEE, L.L.C.** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is **P. O. Box 5566, Dothan, Alabama 36302** and **2733 Ross Clark Circle, Dothan, Alabama 36301** respectively.

ARTICLE III

Duration

The duration of the company shall be perpetual, unless it is dissolved and its affairs wound up pursuant to the Regulations of the Company.

FILED
99 JUL 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Management

The Company is to be managed by one or more managers, and name and mailing address of the initial manager, who shall serve until his successor is elected and begins services, is **Larry G. Blumberg, P. O. Box 5566, Dothan, Alabama 36302.**

ARTICLE V

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Regulations of the Company.

ARTICLE VI

Members Rights to Continue Business

The remaining members of the Company have the right 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VII

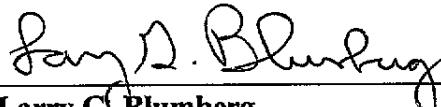
Affidavit of Membership and Contributions

The undersigned member of **Sunbelt - Tallahassee, L.L.C.** certifies:

- (1) The Company has at least one member;
- (2) The total amount of cash contributed by the members is \$1,000.00;
- (3) No property other than cash will be contributed by the members; and
- (4) The total amount of cash and property contributed and anticipated to be contributed by members if \$1,000.00.

99 JUL 26 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Larry G. Blumberg
Member

PREPARED BY:
Edward M. Price, Jr., Esquire
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.
Post Office Drawer 2228
Dothan, AL 36302
334/793-2424
FLORIDA BAR NUMBER: 207551

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09 JUL 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Sunbelt - Tallahassee, L.L.C.

2. The name and the Florida street address of the registered agent are:

CT CORPORATION SYSTEM

NAME

1200 S. Pine Island Road

Florida street address (P.O. Box NOT Acceptable)

Plantation, Florida 33324

City, State and Zip

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99 JUL 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dale H. Morris
Signature